MARVEL MASTERWORKS®

SPIDER-MAN
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25¢
136
SEPT
the AMAZING SPIDER-MAN®
YOU! HARRY OSBORN! BUT IT CAN'T BE YOU WHO'VE TURNED AGAINST ME! IT CAN'T BE!!
BUT IT IS! FOR THE GREEN GOBLIN LIVES AGAIN!

THE AMAZING SPIDER-MAN® NOS. 132-142
& GIANT-SIZE SUPER-HEROES™ NO. 1
BY GERRY CONWAY & ROSS ANDRU

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PRESENTS

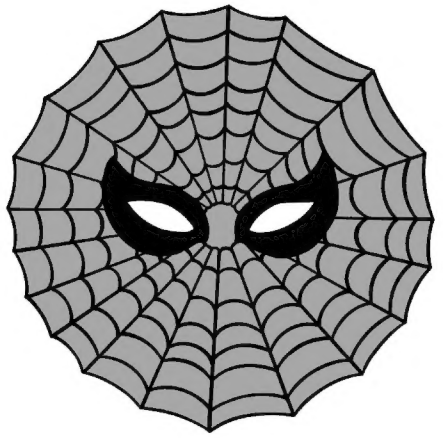
VOLUME 14

COLLECTING

THE AMAZING SPIDER-MAN NOS. 132-142

& GIANT-SIZE SUPER-HEROES NO. 1

GERRY CONWAY • ROSS ANDRU



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NOS. 132-142 & GIANT-SIZE SUPER-HEROES NO. 1

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TELLING STORIES
BY GERRY CONWAY

For a lot of reasons the book you're holding represents some of my favorite work on *The Amazing Spider-Man* during the early 1970s.

One of those reasons is a man named Ross Andru.

Talk to almost any writer who was privileged to collaborate with Ross and you'll hear nothing but praise for his talent both as a storyteller and as a creator of explosive action scenes. Ross's ability to track a fight sequence across a realistically designed landscape, and never leave the reader confused about what was happening, to whom, and where, was unparalleled. Take a look at the fight between Spidey and Molten Man aboard and outside a subway train in issue #133, or the shipboard battle between our web-slinger and the Tarantula in issue #134—these are classically well-designed set pieces of super hero action, practically a template for any artist who wants to know how to use setting and POV to create suspense and a sense of dynamic movement.

Going beyond action, Ross was also a terrific stage manager of dramatic, character-based sequences. Look at the scene between J. Jonah Jameson and Spider-Man in issue #140, as Ross uses a bit of business with Jonah's cigar at the bottom of one page to set up a payoff in the flashback on the following page. And in the following issue, #141, Ross turns a simple walk-and-talk with Peter and Mary Jane into a gentle interlude, showing us by the way he designs the page (from full shot of Mary Jane, seen partially from Peter's POV, to two-shot of Peter and MJ, and a gradual expansion of the frame to reveal them alone at the center of their own private world) the growing closeness of these troubled lovers.

Another of Ross's strengths on *Amazing Spider-Man* was his ability to place Spidey in a city that was clearly and specifically New York.

Of course, Spider-Man had always been officially *in* New York, but until Ross came on the book, with a few exceptions, the New York City in *Amazing Spider-Man* looked like a typically generic comic book city. Tall buildings, a few nondescript bridges, bland rooftops and unremarkable alleyways. Ross, who had a passion for visual reference, and was pretty handy with a camera, made it his business to place Spidey in and above real locations around the city. (Something that got Marvel into a little bit of legal trouble when the owner of the house Ross used as a visual reference for the home of the Mindworm in issue #138 complained that neighborhood kids were hanging around hoping to catch a glimpse of the guy with the oversized brain.) Ross even went on the roof of the apartment building where I was living on Manhattan's west side to shoot reference photos for some scenes of web-swinging in the story we were working on at the time.

And something else about Ross that made this one of my favorite periods writing about Peter Parker and his misadventures as New York's ever-popular wall-crawler:

Ross was a really, really sweet guy.

In a business that has always had its share of outrageous egotists, neurotic misanthropes, annoying geeks, and people like me who manage to be all three, Ross was a genuinely modest, sweet man, who wanted only to do the best possible work he could, and was probably never quite satisfied that he'd met his own expectations.

Which makes it all the more unfair that despite his very real contribution to the success of Spider-Man in the 1970s, Ross Andru is almost forgotten today as one of the character's defining artists.

Ask most fans today who are the most important artists to have worked on Spider-Man and you'll undoubtedly hear some familiar (and deserving) names:

Steve Ditko, of course.

John Romita (and John Romita, Jr.).

Todd McFarlane.

Mark Bagley.

Sadly, Ross Andru rarely makes that list, and I think I know why.

His art was…cartoony.

For all his strengths as a storyteller, for all his efforts to make Spidey's surroundings authentic, Ross was a cartoonist at a time when technical ability as a draftsman was beginning to become more important to fans than an artist's skill at creating memorable visual sequences. Comic book art styles in the early and mid-1970s were moving away from Jack Kirby and toward Neal Adams. Away from cartoon expressionism and toward dramatic realism. Some artists were able to successfully straddle both approaches (John Byrne and George Perez come to mind) but others ended up moving to one extreme or the other. Ross was at the cartoony end of the spectrum at a time when general tastes were moving in the other direction.

And so, he's something of a forgotten man.

I hope this volume might go some distance toward correcting that injustice.

* * *

Ross Andru isn't the only reason I look back on this part of my Spider-Man run as fondly as I do.

My first year writing *Amazing Spider-Man*, I was in learning mode—trying to take in what John Romita was teaching me about character and storytelling, trying to find my own voice as Spidey's writer separate from Stan's, trying to work out what sort of stories I could tell, and what stories I *wanted* to tell.

My second year, well, two words: Gwen Stacy.

Yeah, *that* happened.

But by issue #132, where this present volume starts, I felt as if I'd finally begun to hit my stride.

These stories, if I may say so with no false modesty, are pretty well-balanced in terms of character-specific storytelling and super hero action. I also feel fairly happy with the development of the long-term story arc involving the Jackal and his master plan (which will come to fruition in the next *Marvel Masterworks* volume devoted to Spider-Man). All things considered, I think these stories work pretty well, given the style of stories we were telling back in those long-lost days.

I also have some personal reasons for liking this run.

In various interviews (and other introductions) I've talked about the fact that elements of my life as a young adult found expression in Peter Parker's experiences. Some of that cross-fertilization appears here.

Peter finds himself homeless for a time and ends up bunking with a friend in the middle of nowhere while trying to regroup—that happened to me.

Peter's experience renting an apartment in New York "with a river view"—that happened to me.

Peter meeting an attractive new neighbor who happens to be a statuesque African-American—well, her name wasn't Gloria Grant, but she was my neighbor while I shared an apartment with Len Wein.

Peter returning to college after an absence and finding it hard to balance his professional responsibilities with his education—happened to me.

Peter losing one love and finding another—like almost everyone else that age, it happened to me. (Though the girl I lost didn't plunge off a bridge.)

Peter becoming more confident in his professional skills and asserting himself in a desire to be taken seriously—it happened to me.

* * *

Some final elements that make me fond of this sequence of stories:

Harry Osborn taking on his father's madness and becoming the Green Goblin (a storyline used in the second and third Sam Rami Spider-Man movies);

the return of the Punisher and the continuing Jackal story arc;

Mary Jane Watson's growth from party girl to potential partner for Peter;

the return of Liz Allen;

the first appearance of the Tarantula;

Molten Man redux (I don't know why but I've always liked that guy);

more about the Man-Wolf and Jonah Jameson's (barely) human side;

and many other story lines involving other subsidiary characters weaving back and forth through the main arc.

Spider-Man in the 1970s was still a relatively new creation, only a little more than ten years old. (To put that in perspective for the newer readers among you, *Ultimate Spider-Man* today is just about as old a book now as *Amazing Spider-Man* was in 1974.)

While Gwen Stacy is dead and buried, Mary Jane and Peter are still not a sure thing.

The Clone Saga hasn't yet begun to unspool (though the setup for it begins in these pages).

Alien symbiotes are almost a decade away.

Peter Parker is still in school.

There have been no Secret Wars, no Civil Wars, no Secret Invasions.

The Marvel Universe is still a relatively simple place.

And the only Brand New Day is the one you're about to (re)experience on the following pages...

* * *

I hope you have as much fun reading what comes next as Ross and I had creating it.

2012

SPIDER-MAN
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132
MAY
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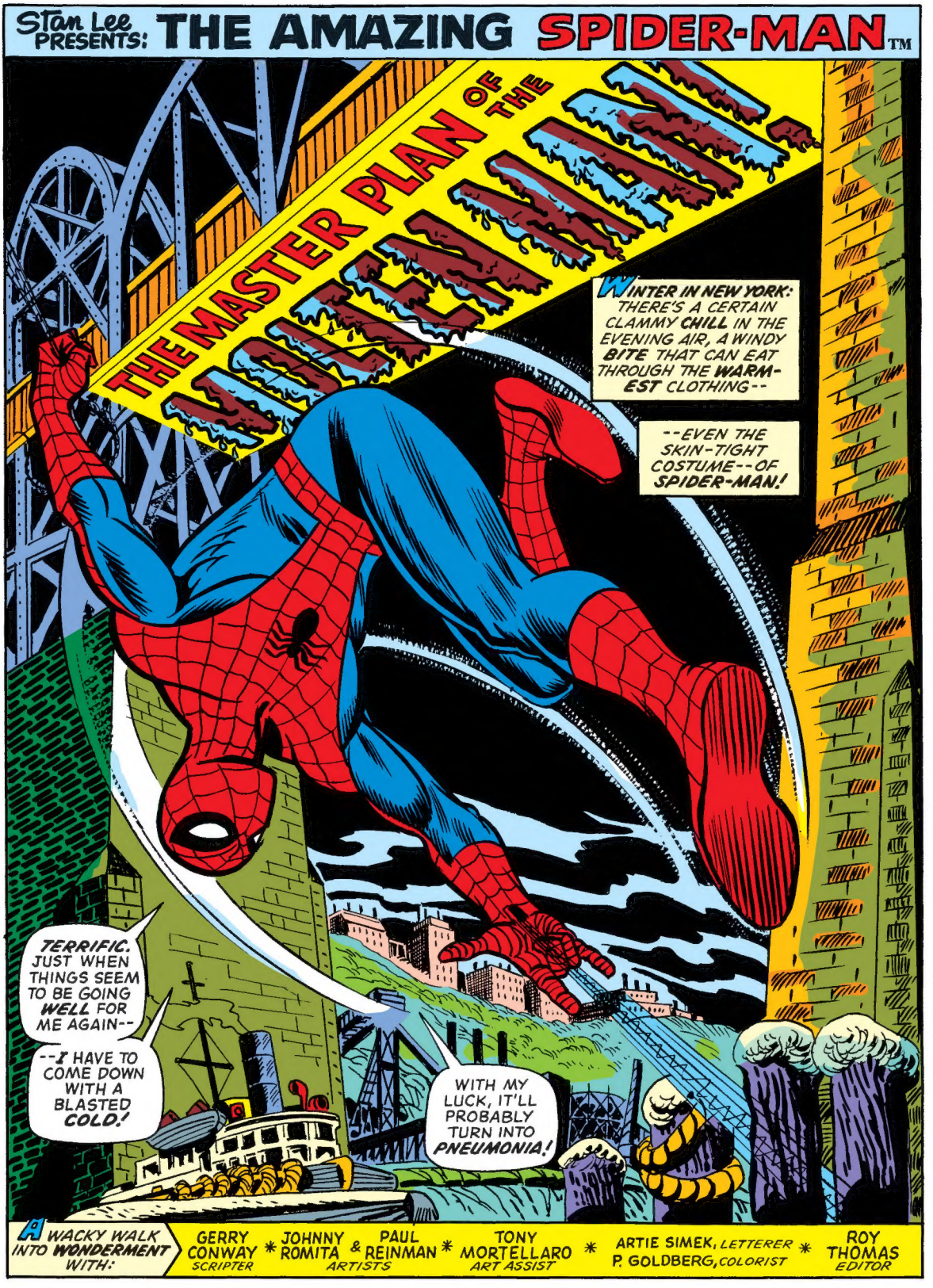
the AMAZING SPIDER-MAN®
TM
HE'S STRONGER --DEADLIER THAN EVER!
NO ONE STANDS IN THE MOLTEN MAN'S WAY! NO ONE!
THE MOLTEN MAN STRIKES AGAIN!


Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™
THE MASTER PLAN OF THE VULTURE!
WINTER IN NEW YORK: THERE'S A CERTAIN CLAMMY CHILL IN THE EVENING AIR, A WINDY BITE THAT CAN EAT THROUGH THE WARMEST CLOTHING--
--EVEN THE SKIN-TIGHT COSTUME--OF SPIDER-MAN!
TERRIFIC. JUST WHEN THINGS SEEM TO BE GOING WELL FOR ME AGAIN--
--I HAVE TO COME DOWN WITH A BLASTED COLD!
WITH MY LUCK, IT'LL PROBABLY TURN INTO PNEUMONIA!
A WACKY WALK INTO WONDERMENT WITH:
GERRY CONWAY SCRIPTER * JOHNNY ROMITA & PAUL REINMAN ARTISTS * TONY MORTELLARO ART ASSIST * ARTIE SIMEK, LETTERER P. GOLDBERG, COLORIST * ROY THOMAS EDITOR

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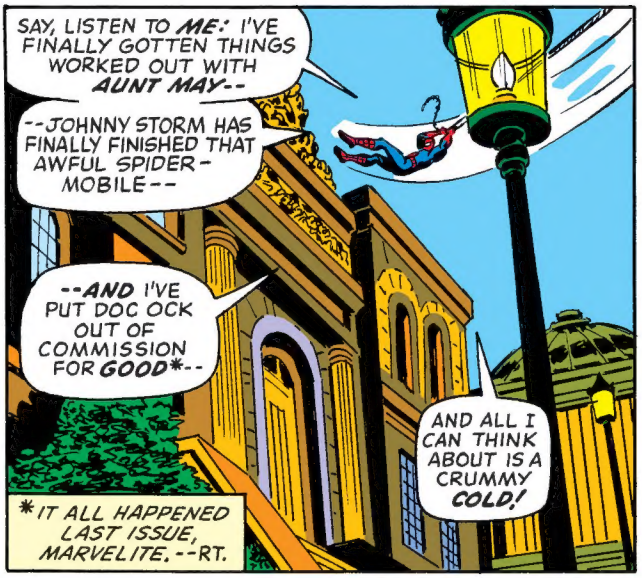
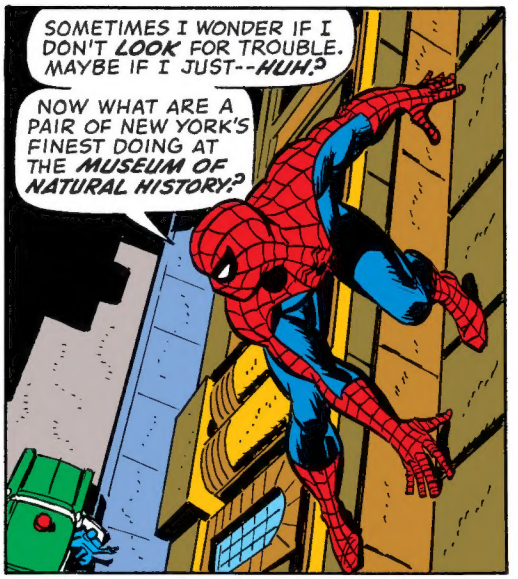
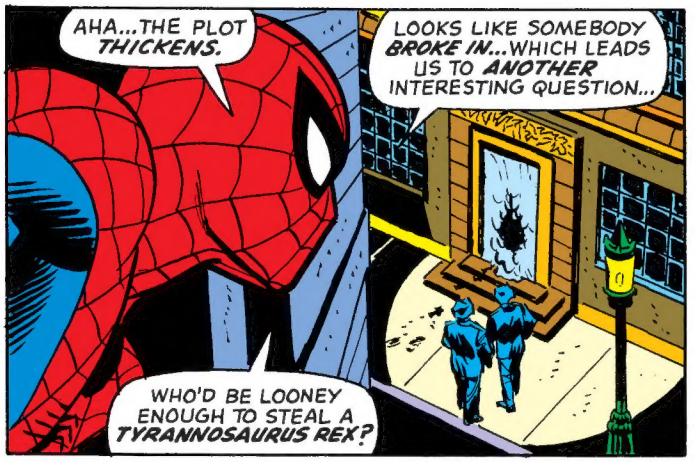
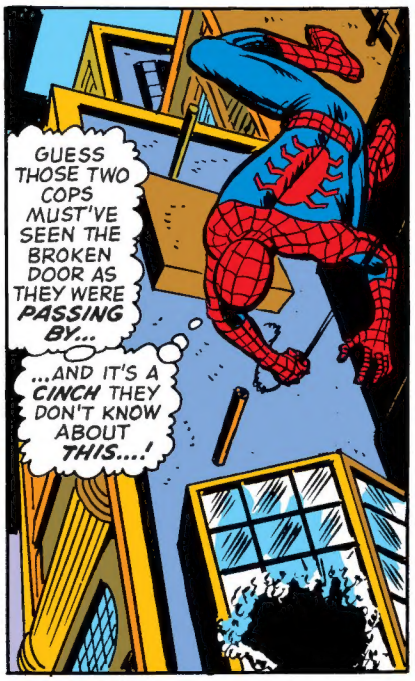

SAY, LISTEN TO ME! I'VE FINALLY GOTTEN THINGS WORKED OUT WITH AUNT MAY--
--JOHNNY STORM HAS FINALLY FINISHED THAT AWFUL SPIDER-MOBILE--
--AND I'VE PUT DOC OCK OUT OF COMMISSION FOR GOOD*--
AND ALL I CAN THINK ABOUT IS A CRUMMY COLD!
*IT ALL HAPPENED LAST ISSUE, MARVELITE. --RT.


SOMETIMES I WONDER IF I DON'T LOOK FOR TROUBLE. MAYBE IF I JUST--HUH?
NOW WHAT ARE A PAIR OF NEW YORK'S FINEST DOING AT THE MUSEUM OF NATURAL HISTORY?

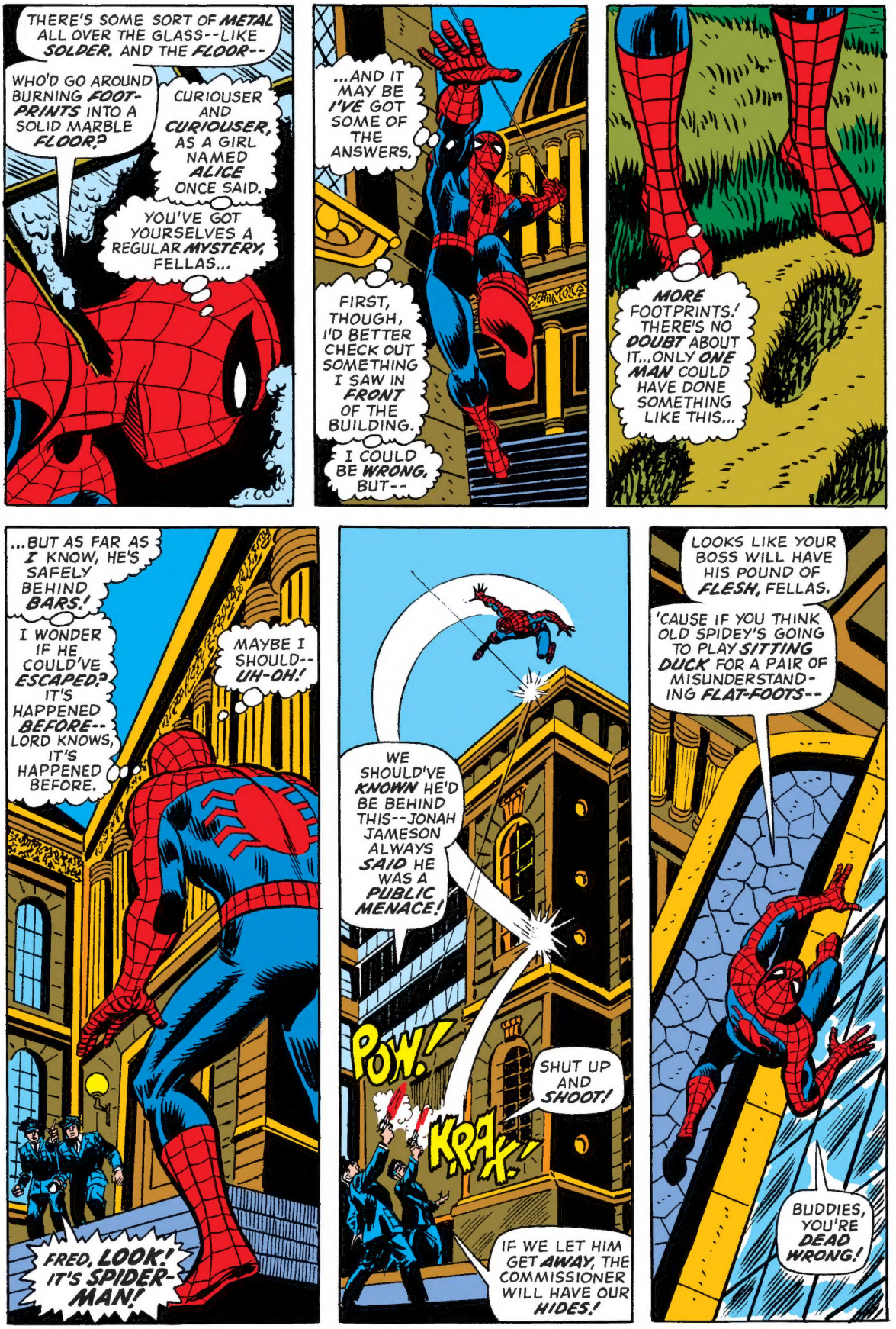

AHA...THE PLOT THICKENS.
LOOKS LIKE SOMEBODY BROKE IN...WHICH LEADS US TO ANOTHER INTERESTING QUESTION...
WHO'D BE LOONEY ENOUGH TO STEAL A TYRANNOSAURUS REX?

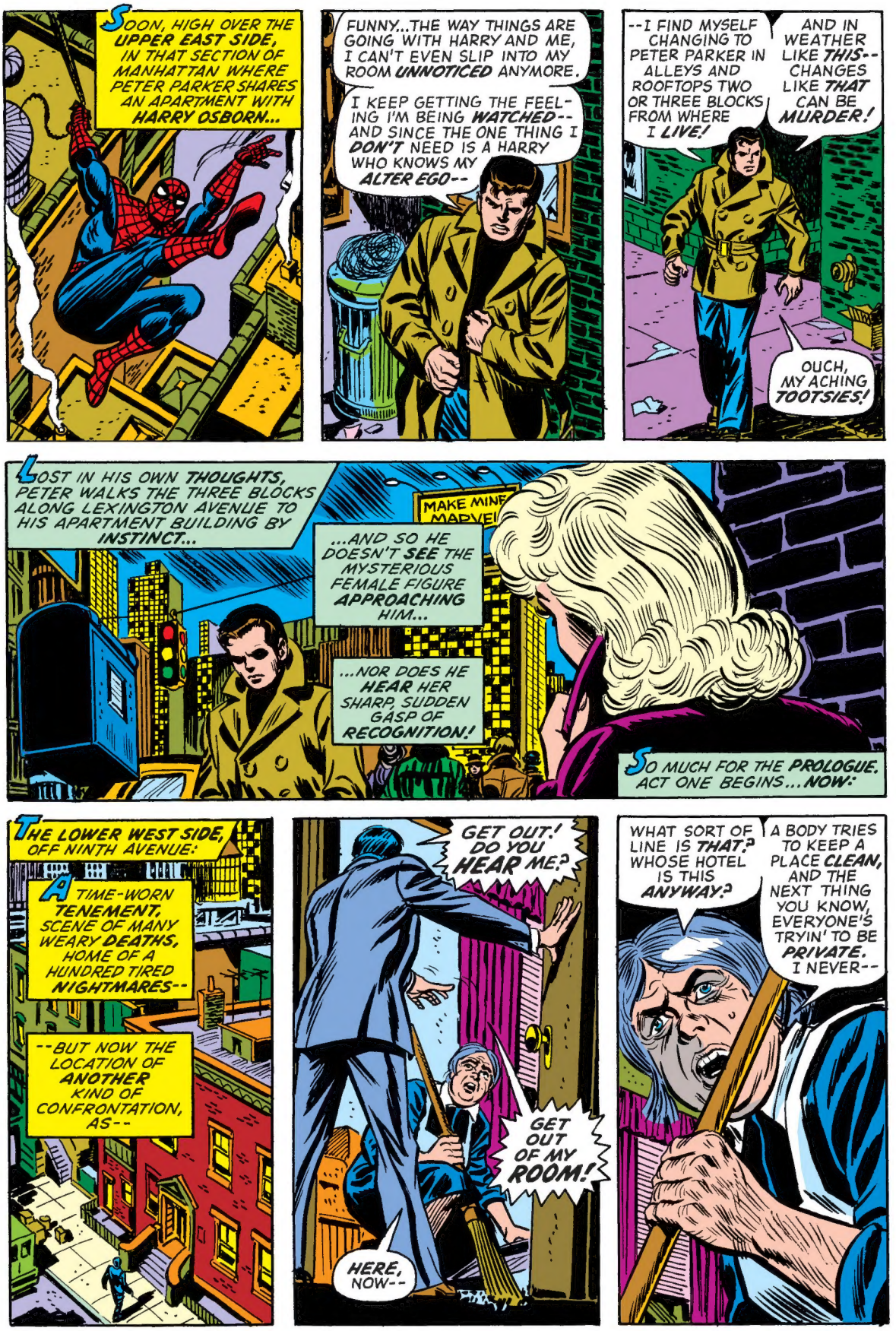
THINK HE'S STILL IN THERE, FRED?
NOT A CHANCE. THIS DOOR'S BEEN SMASHED OUT FROM THE INSIDE.
WHOEVER DID IT IS LONG GONE.


GUESS THOSE TWO COPS MUST'VE SEEN THE BROKEN DOOR AS THEY WERE PASSING BY...
...AND IT'S A CINCH THEY DON'T KNOW ABOUT THIS....!

I'D LAY ODDS THIS IS HOW THE THIEF GOT INTO THE MUSEUM.
FUNNY... THE GLASS AND METAL IS ALL SCORCHED, MELTED BY SOME GREAT HEAT.
HMMM...

NOW CAN YOU BEAT THAT? A FULL SET OF ORIENTAL JEWELS IN THE NEXT CASE--
--AND THE GUY WHO BROKE IN HERE JUST STEALS A COUPLE'A ROCKS.
NOT JUST ANY ROCKS, FRED.
SOME KINDA METEOR REMNANTS, ACCORDING TO THIS SIGN.
HEY-- LOOKIT THIS--


THERE'S SOME SORT OF METAL ALL OVER THE GLASS--LIKE SOLDER. AND THE FLOOR--
WHO'D GO AROUND BURNING FOOT-PRINTS INTO A SOLID MARBLE FLOOR?
CURIOUSER AND CURIOUSER, AS A GIRL NAMED ALICE ONCE SAID.
YOU'VE GOT YOURSELVES A REGULAR MYSTERY, FELLAS...
...AND IT MAY BE I'VE GOT SOME OF THE ANSWERS.
FIRST, THOUGH, I'D BETTER CHECK OUT SOMETHING I SAW IN FRONT OF THE BUILDING.
I COULD BE WRONG, BUT--
MORE FOOTPRINTS! THERE'S NO DOUBT ABOUT IT...ONLY ONE MAN COULD HAVE DONE SOMETHING LIKE THIS...
...BUT AS FAR AS I KNOW, HE'S SAFELY BEHIND BARS!
I WONDER IF HE COULD'VE ESCAPED? IT'S HAPPENED BEFORE--LORD KNOWS, IT'S HAPPENED BEFORE.
MAYBE I SHOULD--UH-OH!
FRED, LOOK! IT'S SPIDER-MAN!
WE SHOULD'VE KNOWN HE'D BE BEHIND THIS--JONAH JAMESON ALWAYS SAID HE WAS A PUBLIC MENACE!
POW!
KRAK!
SHUT UP AND SHOOT!
IF WE LET HIM GET AWAY, THE COMMISSIONER WILL HAVE OUR HIDES!
LOOKS LIKE YOUR BOSS WILL HAVE HIS POUND OF FLESH, FELLAS.
'CAUSE IF YOU THINK OLD SPIDEY'S GOING TO PLAY SITTING DUCK FOR A PAIR OF MISUNDERSTAND-ING FLAT-FOOTS--
BUDDIES, YOU'RE DEAD WRONG!

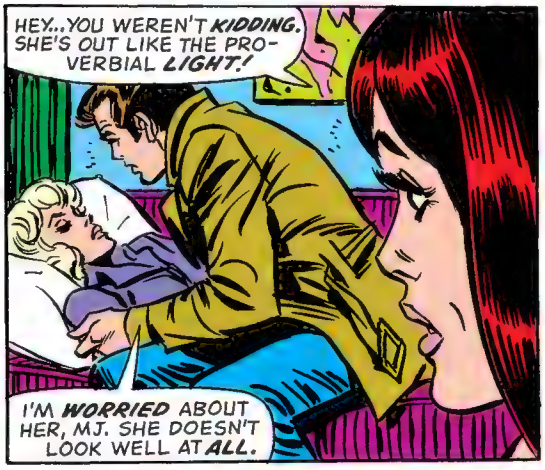

SOON, HIGH OVER THE UPPER EAST SIDE, IN THAT SECTION OF MANHATTAN WHERE PETER PARKER SHARES AN APARTMENT WITH HARRY OSBORN...
FUNNY...THE WAY THINGS ARE GOING WITH HARRY AND ME, I CAN'T EVEN SLIP INTO MY ROOM UNNOTICED ANYMORE.
I KEEP GETTING THE FEELING I'M BEING WATCHED--AND SINCE THE ONE THING I DON'T NEED IS A HARRY WHO KNOWS MY ALTER EGO--
--I FIND MYSELF CHANGING TO PETER PARKER IN ALLEYS AND ROOFTOPS TWO OR THREE BLOCKS FROM WHERE I LIVE!
AND IN WEATHER LIKE THIS--CHANGES LIKE THAT CAN BE MURDER!
OUCH, MY ACHING TOOTSIES!
LOST IN HIS OWN THOUGHTS, PETER WALKS THE THREE BLOCKS ALONG LEXINGTON AVENUE TO HIS APARTMENT BUILDING BY INSTINCT...
...AND SO HE DOESN'T SEE THE MYSTERIOUS FEMALE FIGURE APPROACHING HIM...
...NOR DOES HE HEAR HER SHARP, SUDDEN GASP OF RECOGNITION!
SO MUCH FOR THE PROLOGUE. ACT ONE BEGINS...NOW:
THE LOWER WEST SIDE, OFF NINTH AVENUE:
A TIME-WORN TENEMENT, SCENE OF MANY WEARY DEATHS, HOME OF A HUNDRED TIRED NIGHTMARES--
--BUT NOW THE LOCATION OF ANOTHER KIND OF CONFRONTATION, AS--
GET OUT! DO YOU HEAR ME?
GET OUT OF MY ROOM!
HERE, NOW--
WHAT SORT OF LINE IS THAT? WHOSE HOTEL IS THIS ANYWAY?
A BODY TRIES TO KEEP A PLACE CLEAN, AND THE NEXT THING YOU KNOW, EVERYONE'S TRYIN' TO BE PRIVATE. I NEVER--

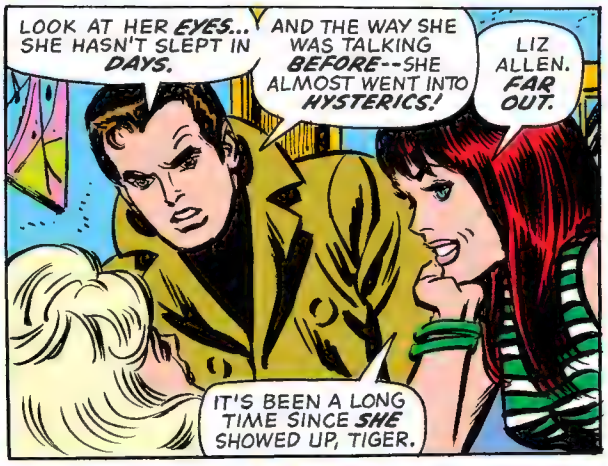
WOMAN, I'VE PAID YOU QUITE WELL FOR THE PRIVILEGE OF RENTING A ROOM IN THIS FLEABAG--
AT THE VERY LEAST, I EXPECT TO KEEP MY BUSINESS TO MYSELF--
--AND NOT HAVE A MEDDLING OLD FOOL POP UP WHENEVER I'M AWAY.
NOW SEE HERE, MR. RAXTON--
NO, YOU OLD HAG-- IT'S TIME YOU LISTENED. IF I EVER CATCH YOU IN MY ROOM AGAIN-- FOR WHATEVER REASON--
--I'LL SEE TO IT THIS FIRE-TRAP IS BURNED TO THE GROUND!
I'M SERIOUS, WOMAN--
--DEAD SERIOUS.
I WILL NOT BE DISTURBED!
HAVE IT YOUR WAY, THEN.
YOU CAN LIVE IN DIRT FOR ALL I CARE!
BUT, AFTER THE FURY-REDDENED MR. RAXTON HAS SLAMMED HIS PLYWOOD DOOR...
...THE WOMAN HE SO RUDELY ADDRESSED TURNS TO A NEARBY PHONE, AND...
HELLO... IS THIS THE DAILY BUGLE?
I'D LIKE TO SPEAK TO ONE OF YOUR REPORTERS.
I'VE SOMETHING THAT MIGHT INTEREST HIM-- YES, YES, INDEED!
END ACT ONE, SCENE ONE: NOW IT'S TIME FOR SCENE TWO, WHICH TAKES UP WHERE THE PROLOGUE LEFT OFF, AS...
PETER...PETER, IS IT YOU?
HUH? I'M SORRY, I DON'T-- WAITA-MINNUT!
IT CAN'T BE-- IT CAN'T REALLY BE--
LIZ ALLEN!
BUT--THE LAST TIME I SAW YOU WAS WHEN WE GRADUATED HIGH SCHOOL!* WHAT ARE YOU DOING HERE--? HOW--?
CAN I TALK TO YOU, PETER? IT'S A MATTER OF LIFE--AND DEATH!
*AND ONCE ON A STREET A FEW MONTHS LATER-- BUT THAT WAS BACK IN SPIDEY #30! --ROY.
SOON...
YOU KNOW SOMETHING, LIZ? YOU HAVEN'T CHANGED A BIT FROM THE DAYS WHEN FLASH THOMPSON AND I FOUGHT OVER YOU--
NOT A BIT.
BUT I HAVE CHANGED, PETER...
AND... I'M FRIGHTENED BY IT...

FRIGHTENED? OF WHAT?
SOMETHING'S HAPPENED, PETE, IT'S CONNECTED TO THE REASON WHY I BROKE OFF WITH YOU--AND IT PETRIFIES ME.
I HAD TO FIND SOMEONE I COULD DEPEND ON--SOMEONE WHO UNDERSTOOD ME, WHO--
EASY.
COME ON... YOU LOOK LIKE YOU NEED SOME REST.

A LITTLE WHILE LATER, IN A BUILDING SOME BLOCKS DISTANT...
MARY JANE...?
SURE. I KNOW YOU TWO NEVER GOT ALONG--
--BUT WHEN THE CHIPS ARE DOWN, SHE'S A REAL FRIEND, LIZ.

PETER! WHAT'RE YOU DOING--HUNH?
LIZ?
MIND IF WE DROP IN, MJ? LIZ IS OUT ON HER FEET.
WHAT? OH, SURE. SURE!

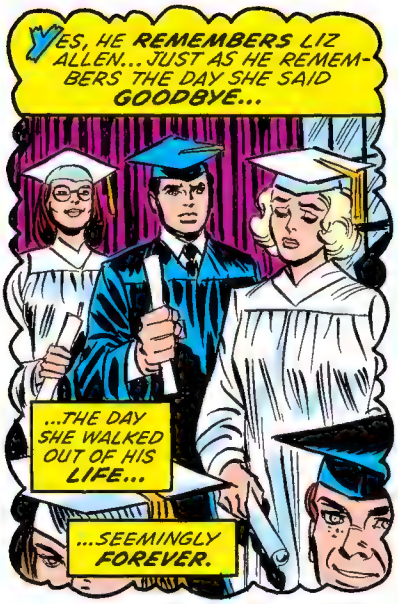

HEY..YOU WEREN'T KIDDING. SHE'S OUT LIKE THE PROVERBIAL LIGHT!
I'M WORRIED ABOUT HER, MJ. SHE DOESN'T LOOK WELL AT ALL.


LOOK AT HER EYES... SHE HASN'T SLEPT IN DAYS.
AND THE WAY SHE WAS TALKING BEFORE--SHE ALMOST WENT INTO HYSTERICS!
LIZ ALLEN. FAR OUT.
IT'S BEEN A LONG TIME SINCE SHE SHOWED UP, TIGER.

LONGER THAN YOU KNOW, MS. WATSON.
LONGER THAN YOU CAN EVER KNOW!
WITH A SNAP LIKE A RELEASED RUBBER BAND, PETER'S MIND FLASHES BACKWARD IN TIME--

--TO THOSE DAYS BEFORE HE WAS BITTEN BY A RADIOACTIVE SPIDER, BEFORE HE BECAME SPIDER-MAN, TO THE DAYS WHEN HE WAS ONLY MILD PETER PARKER--
--A HIGH-SCHOOL STUDENT WITH A CRUSH ON A DAZZLING BLONDE NAMED--
LIZ ALLEN!

THE YEARS PASS THROUGH HIS MEMORY LIKE SO MANY FALLING LEAVES: HIS RIVALRY WITH FLASH, HIS QUIET FEAR AT HAVING HIS FEELINGS EXPOSED...
...A FEAR FAMILIAR TO ANY TEENAGER...
...A FEAR SEEMINGLY SILLY TO THE ALMOST-ADULT COLLEGE STUDENT CALLED PETER PARKER.


YES, HE REMEMBERS LIZ ALLEN... JUST AS HE REMEMBERS THE DAY SHE SAID GOODBYE...
...THE DAY SHE WALKED OUT OF HIS LIFE...
...SEEMINGLY FOREVER.

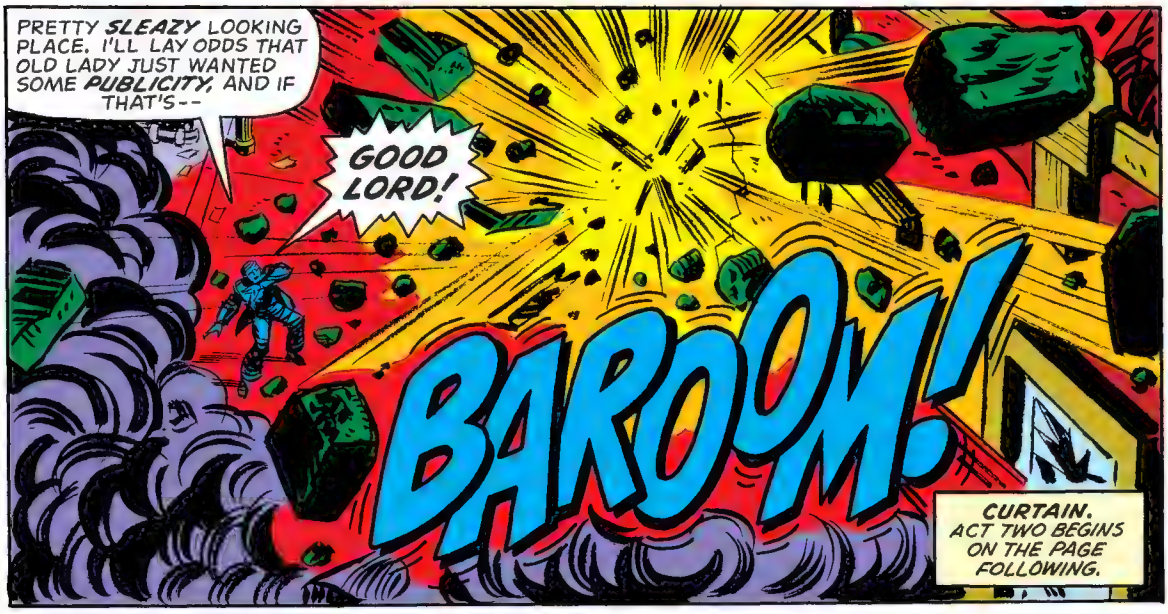
YOU'LL TAKE CARE OF HER, WON'T YOU, MJ?
WHAT DO YOU THINK I'M GOING TO DO, PETEY?
WAIT TILL YOU LEAVE, THEN THROW HER OUT?
WHY DON'T YOU COME BACK TOMORROW? MAYBE SHE'LL BE ABLE TO TALK TO BOTH OF US THEN.

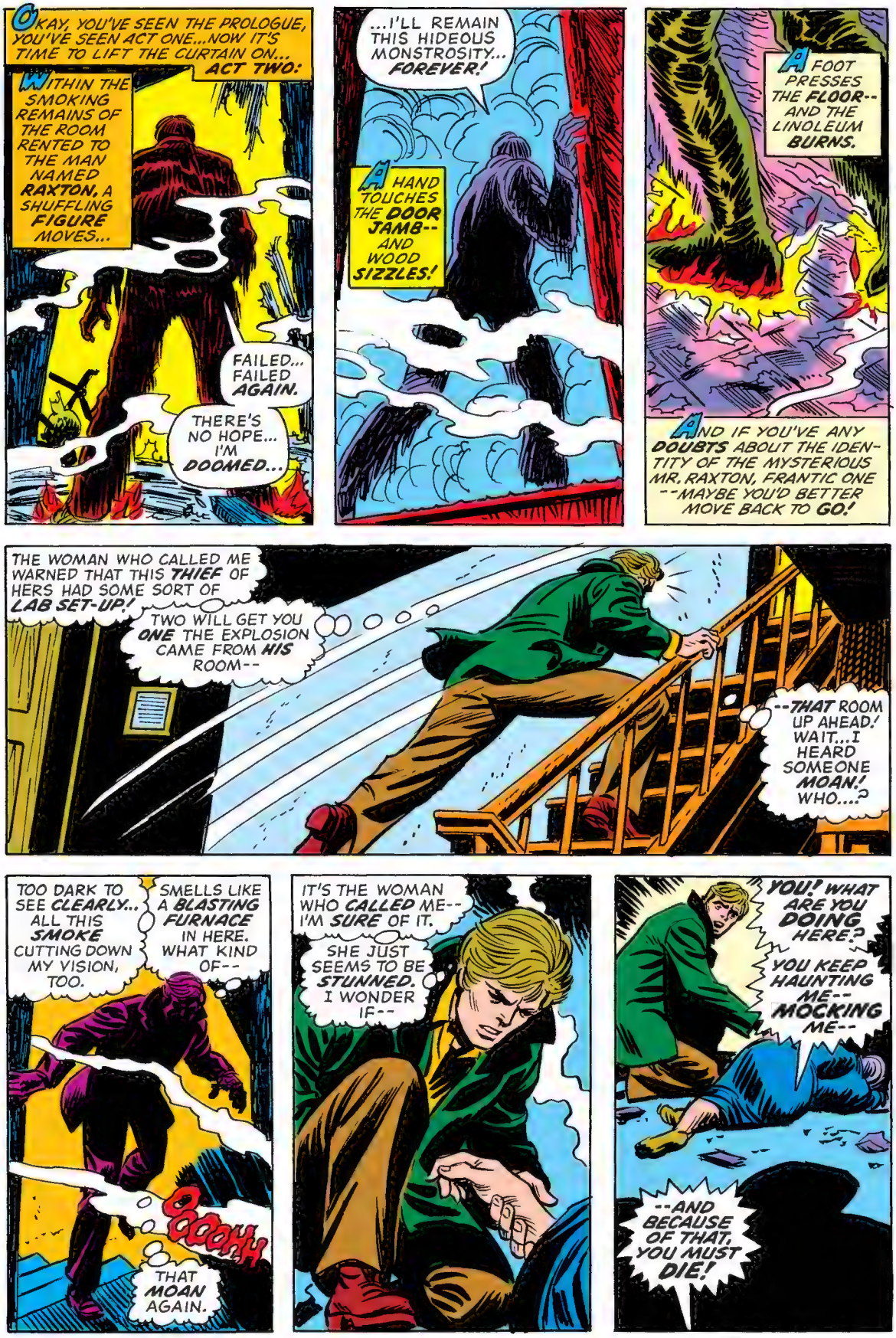
SO MUCH FOR SCENE TWO, ACT ONE. LET'S TAKE OUR LEAVE OF PETER AS HE HEADS DOWNTOWN--AND JUMPCUT TO HIS INTENDED DESTINATION--
PAPERS

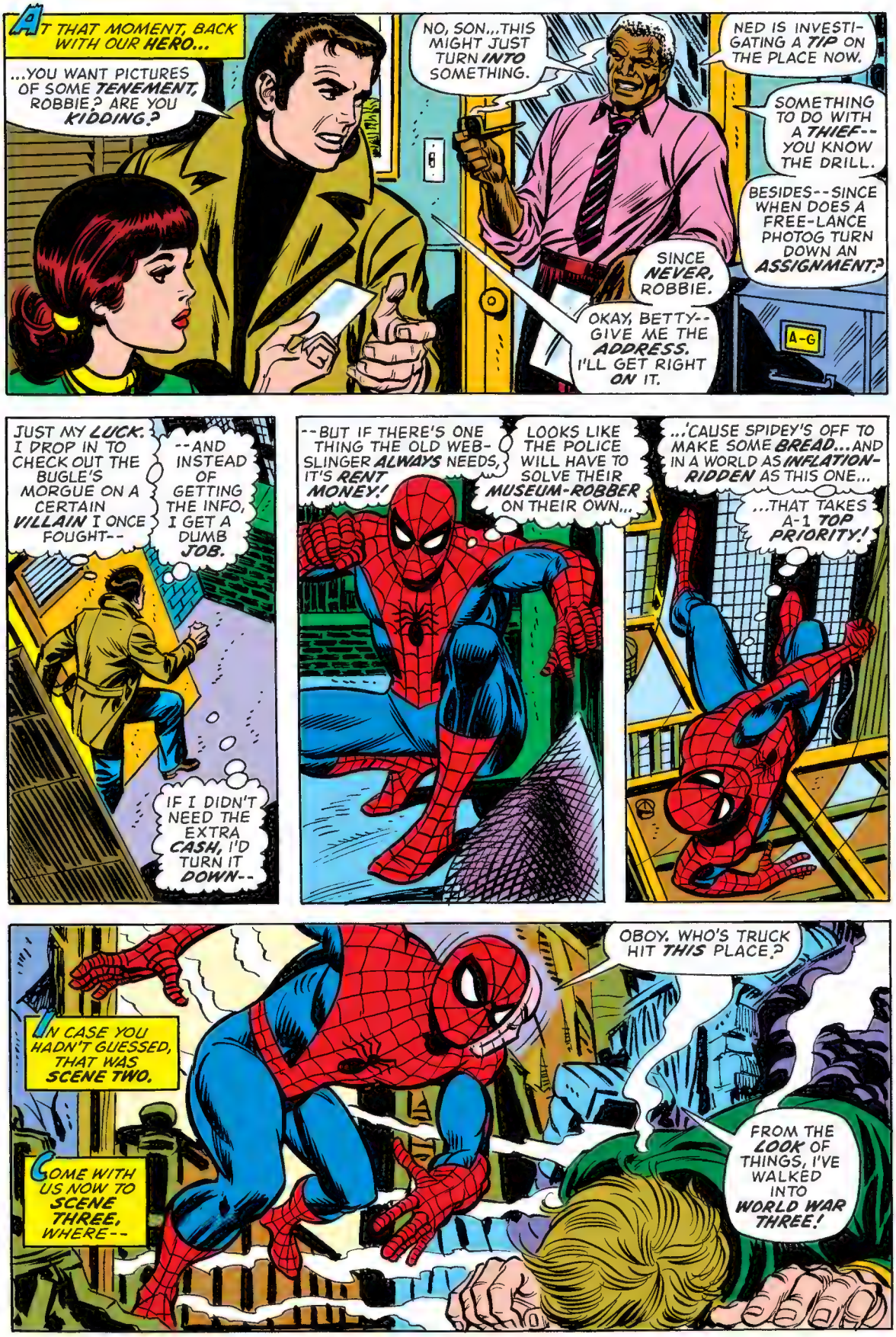
--THE OFFICES OF THE DAILY BUGLE, WHERE WE PICK UP THIS LAST SCENE AT THE CLOSE OF OUR FIRST ACT:
...SHELTON HOTEL, OFF NINTH AVENUE? THANKS, MISS.
I'LL BE THERE IN TEN MINUTES.
SOMETHING UP, NED?

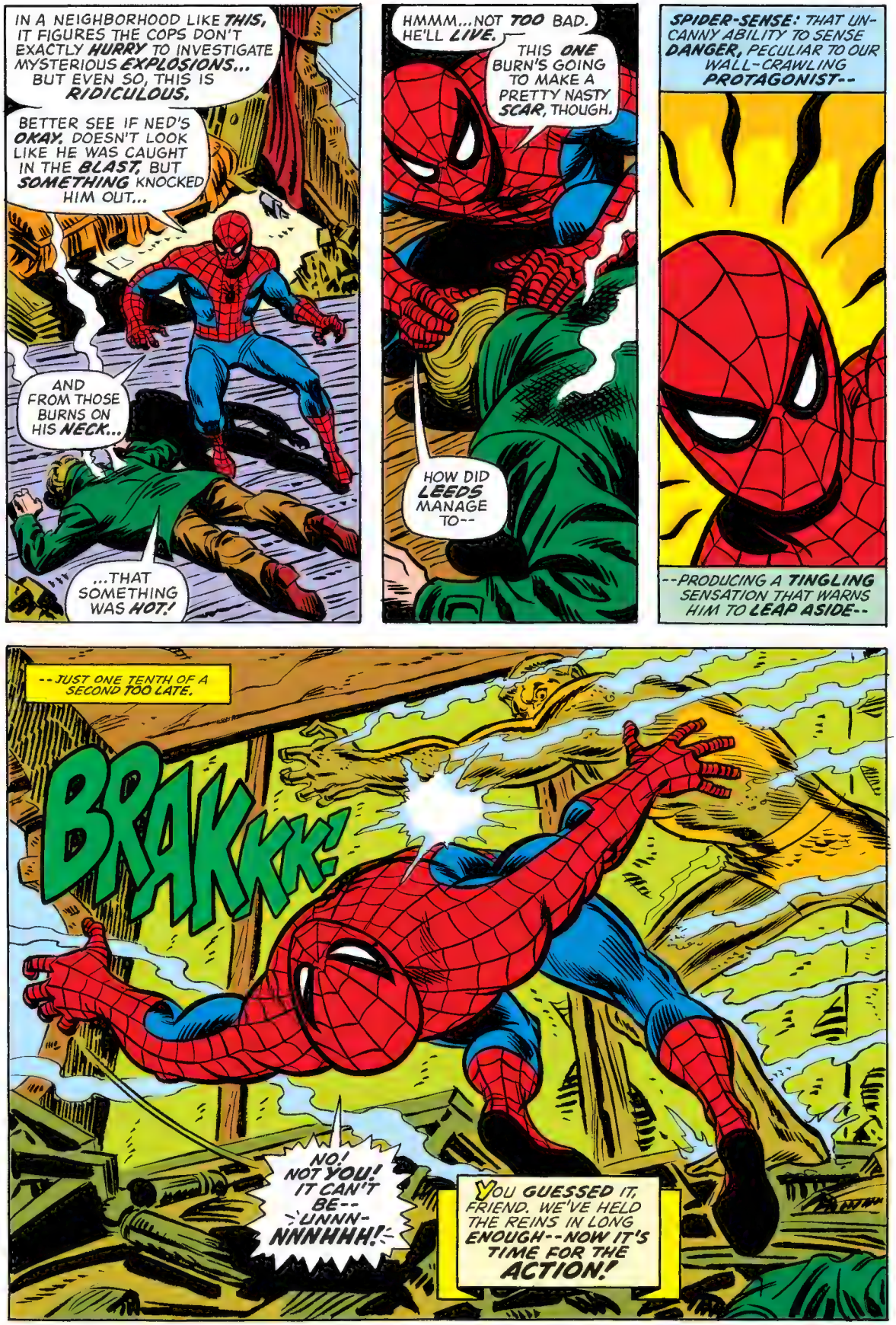
COULD BE, ROBBIE. SOME WOMAN IN A HOTEL ON THE WEST SIDE CLAIMS THERE'S A THIEF LIVING IN HER BUILDING.
I'M OFF TO CHECK IT OUT--IF IT'S OKAY WITH YOU.
I'M ONLY A LOWLY CITY EDITOR, SON.
JUST LEAVE THE ADDRESS AND GIT.

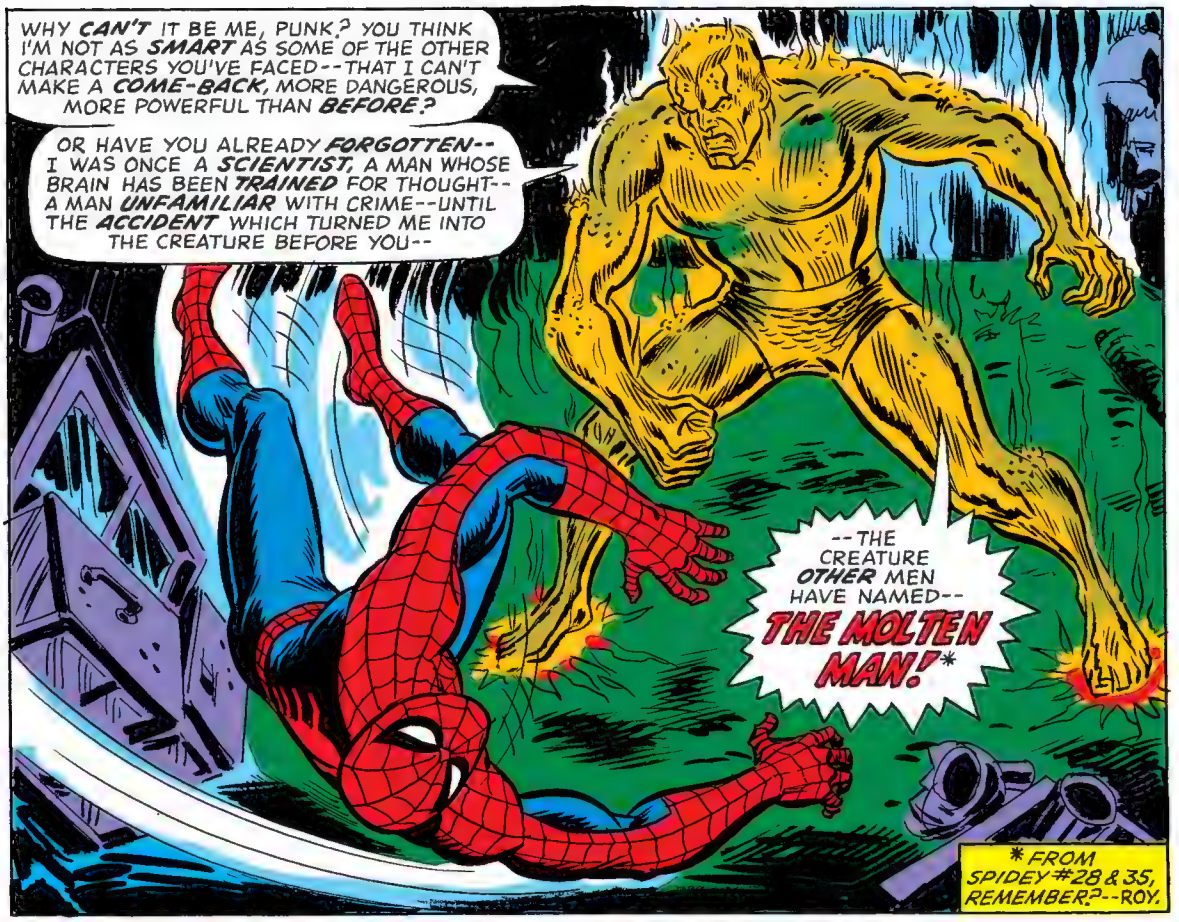
FOR THE SAKE OF EXPEDIENCY, WE'LL SKIP OVER NED LEEDS' CROSSTOWN CAB-RIDE...
INSTEAD, WE'LL PICK HIM UP AT THE LAST MOMENT OF ACT ONE, AS...


PRETTY SLEAZY LOOKING PLACE. I'LL LAY ODDS THAT OLD LADY JUST WANTED SOME PUBLICITY, AND IF THAT'S--
GOOD LORD!
BAROOM!
CURTAIN. ACT TWO BEGINS ON THE PAGE FOLLOWING.


OKAY, YOU'VE SEEN THE PROLOGUE, YOU'VE SEEN ACT ONE...NOW IT'S TIME TO LIFT THE CURTAIN ON... ACT TWO:
WITHIN THE SMOKING REMAINS OF THE ROOM RENTED TO THE MAN NAMED RAXTON, A SHUFFLING FIGURE MOVES...
FAILED... FAILED AGAIN.
THERE'S NO HOPE... I'M DOOMED...
...I'LL REMAIN THIS HIDEOUS MONSTROSITY... FOREVER!
A HAND TOUCHES THE DOOR JAMB-- AND WOOD SIZZLES!
A FOOT PRESSES THE FLOOR-- AND THE LINOLEUM BURNS.
AND IF YOU'VE ANY DOUBTS ABOUT THE IDENTITY OF THE MYSTERIOUS MR. RAXTON, FRANTIC ONE --MAYBE YOU'D BETTER MOVE BACK TO GO!
THE WOMAN WHO CALLED ME WARNED THAT THIS THIEF OF HERS HAD SOME SORT OF LAB SET-UP!
TWO WILL GET YOU ONE THE EXPLOSION CAME FROM HIS ROOM--
--THAT ROOM UP AHEAD! WAIT...I HEARD SOMEONE MOAN! WHO...?
TOO DARK TO SEE CLEARLY... ALL THIS SMOKE CUTTING DOWN MY VISION, TOO.
SMELLS LIKE A BLASTING FURNACE IN HERE. WHAT KIND OF--
OOOAHH
THAT MOAN AGAIN.
IT'S THE WOMAN WHO CALLED ME-- I'M SURE OF IT.
SHE JUST SEEMS TO BE STUNNED. I WONDER IF--
YOU! WHAT ARE YOU DOING HERE?
YOU KEEP HAUNTING ME-- MOCKING ME--
--AND BECAUSE OF THAT, YOU MUST DIE!

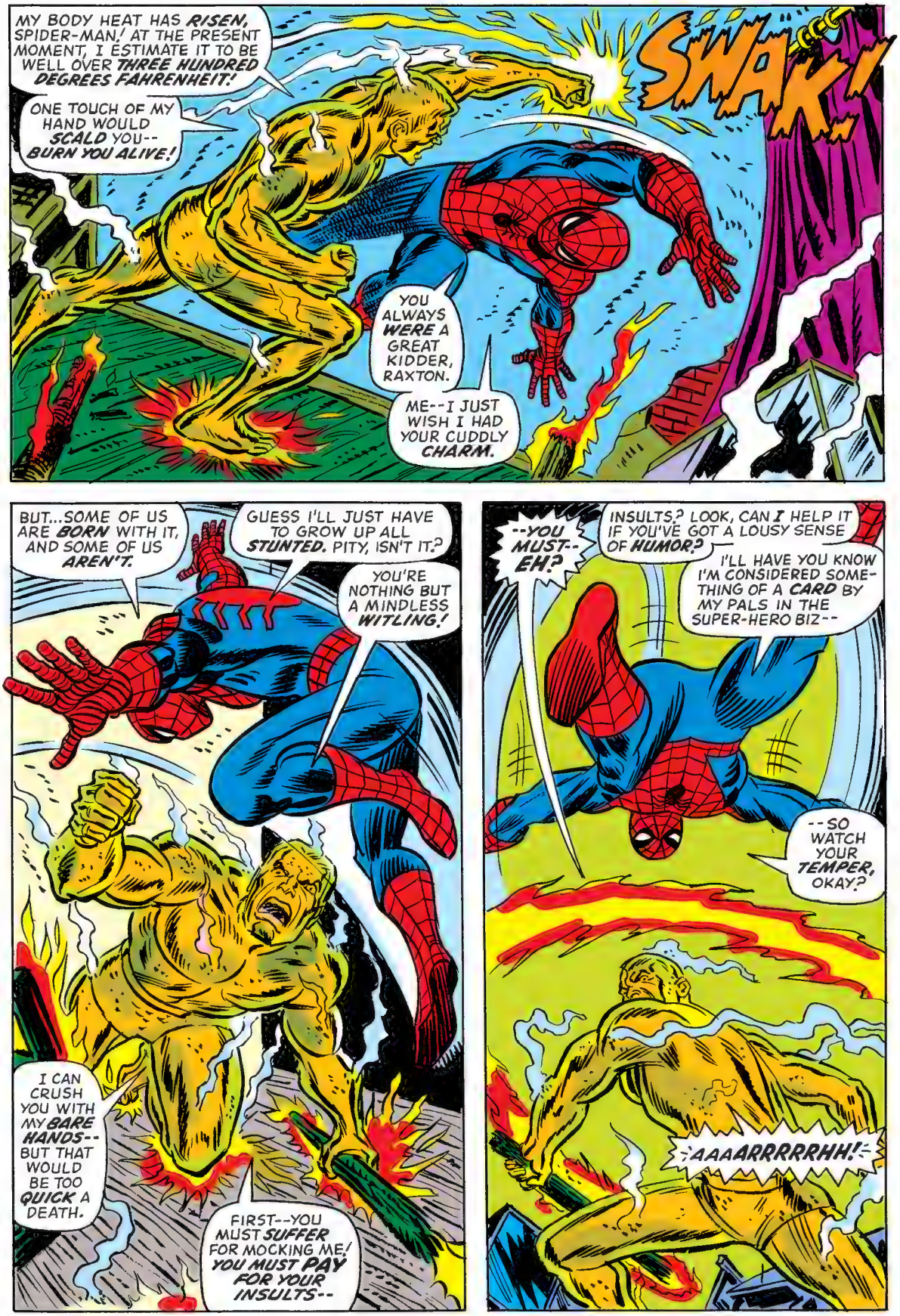

AT THAT MOMENT, BACK WITH OUR HERO...
...YOU WANT PICTURES OF SOME TENEMENT, ROBBIE? ARE YOU KIDDING?
NO, SON...THIS MIGHT JUST TURN INTO SOMETHING.
NED IS INVESTIGATING A TIP ON THE PLACE NOW.
SOMETHING TO DO WITH A THIEF--YOU KNOW THE DRILL.
BESIDES--SINCE WHEN DOES A FREE-LANCE PHOTOG TURN DOWN AN ASSIGNMENT?
SINCE NEVER, ROBBIE.
OKAY, BETTY--GIVE ME THE ADDRESS. I'LL GET RIGHT ON IT.
A-G
JUST MY LUCK. I DROP IN TO CHECK OUT THE BUGLE'S MORGUE ON A CERTAIN VILLAIN I ONCE FOUGHT--
--AND INSTEAD OF GETTING THE INFO, I GET A DUMB JOB.
IF I DIDN'T NEED THE EXTRA CASH, I'D TURN IT DOWN--
--BUT IF THERE'S ONE THING THE OLD WEB-SLINGER ALWAYS NEEDS, IT'S RENT MONEY!
LOOKS LIKE THE POLICE WILL HAVE TO SOLVE THEIR MUSEUM-ROBBER ON THEIR OWN...
...'CAUSE SPIDEY'S OFF TO MAKE SOME BREAD...AND IN A WORLD AS INFLATION-RIDDEN AS THIS ONE...
...THAT TAKES A-1 TOP PRIORITY!
IN CASE YOU HADN'T GUESSED, THAT WAS SCENE TWO.
COME WITH US NOW TO SCENE THREE, WHERE--
OBOY. WHO'S TRUCK HIT THIS PLACE?
FROM THE LOOK OF THINGS, I'VE WALKED INTO WORLD WAR THREE!

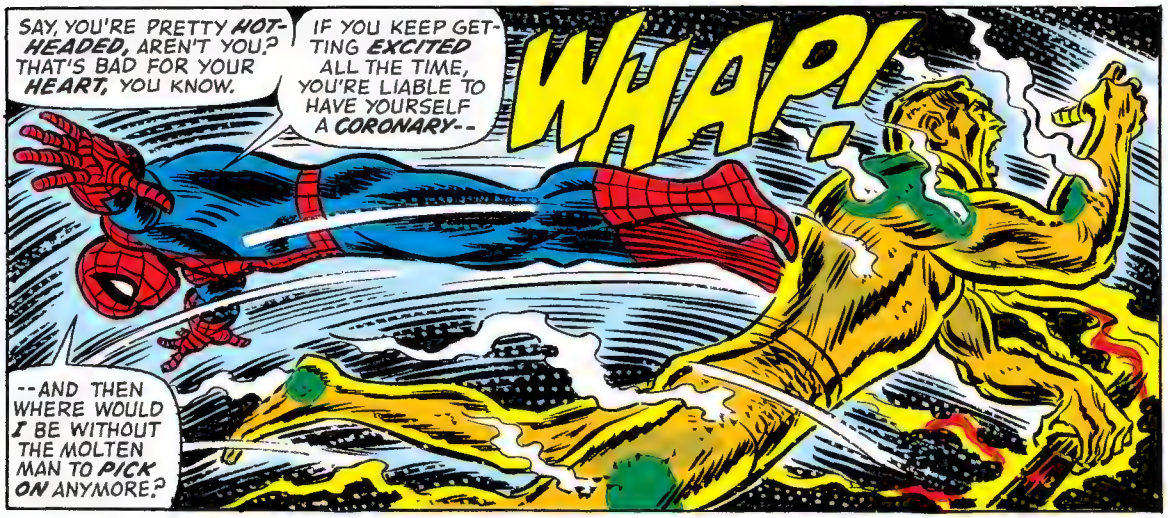

IN A NEIGHBORHOOD LIKE THIS, IT FIGURES THE COPS DON'T EXACTLY HURRY TO INVESTIGATE MYSTERIOUS EXPLOSIONS... BUT EVEN SO, THIS IS RIDICULOUS.
BETTER SEE IF NED'S OKAY. DOESN'T LOOK LIKE HE WAS CAUGHT IN THE BLAST, BUT SOMETHING KNOCKED HIM OUT...
AND FROM THOSE BURNS ON HIS NECK...
...THAT SOMETHING WAS HOT!
HMMM...NOT TOO BAD. HE'LL LIVE.
THIS ONE BURN'S GOING TO MAKE A PRETTY NASTY SCAR, THOUGH.
HOW DID LEEDS MANAGE TO--
SPIDER-SENSE: THAT UNCANNY ABILITY TO SENSE DANGER, PECULIAR TO OUR WALL-CRAWLING PROTAGONIST--
--PRODUCING A TINGLING SENSATION THAT WARNS HIM TO LEAP ASIDE--
--JUST ONE TENTH OF A SECOND TOO LATE.
BRAKKK!
NO! NOT YOU! IT CAN'T BE-- UNNN- NNNHHH!
YOU GUESSED IT, FRIEND. WE'VE HELD THE REINS IN LONG ENOUGH--NOW IT'S TIME FOR THE ACTION!


WHY CAN'T IT BE ME, PUNK,? YOU THINK I'M NOT AS SMART AS SOME OF THE OTHER CHARACTERS YOU'VE FACED--THAT I CAN'T MAKE A COME-BACK, MORE DANGEROUS, MORE POWERFUL THAN BEFORE?
OR HAVE YOU ALREADY FORGOTTEN-- I WAS ONCE A SCIENTIST, A MAN WHOSE BRAIN HAS BEEN TRAINED FOR THOUGHT-- A MAN UNFAMILIAR WITH CRIME--UNTIL THE ACCIDENT WHICH TURNED ME INTO THE CREATURE BEFORE YOU--
--THE CREATURE OTHER MEN HAVE NAMED-- THE MOLTEN MAN!*
* FROM SPIDEY #28 & 35, REMEMBER?--ROY.

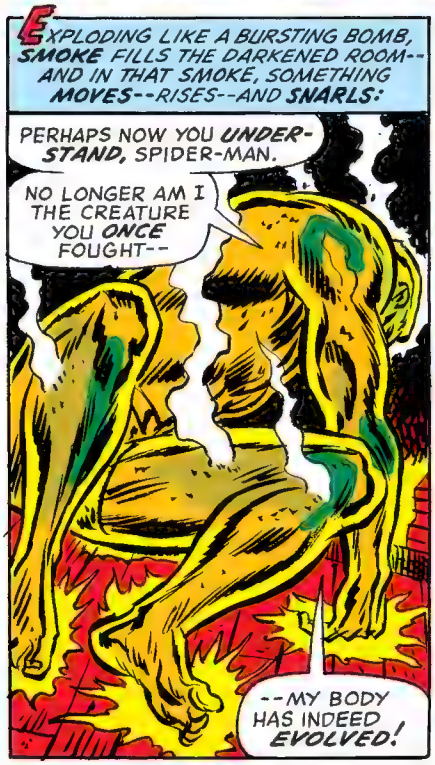
DON'T FRET, PAL... I HAVEN'T FORGOTTEN YOU. WHY, ONLY THE OTHER DAY I ASKED MYSELF--"WHATEVER HAPPENED TO THAT GUY RAXTON--
"THE CREEP WITH THE DELUSIONS OF GRANDEUR AND THE PERMANENT SIMONIZE JOB."
YEP, THAT'S WHAT I SAID TO MYSELF.
MY PERSONAL CONVERSATIONS DO TEND TO GET A LITTLE DULL.

PUERILE FOOL! YOU STILL DON'T UNDERSTAND, DO YOU,?
I'VE CHANGED, MY FRIEND --MY BODY HAS EVOLVED, SO THAT WHAT WAS ONCE MERELY A COATING OF METAL--HAS BECOME PART OF MY VERY SKIN.
HISSSS
AND THAT'S NOT THE ONLY THING THAT'S CHANGED-- AS YOU'LL SEE WHEN I DO--
THIS!

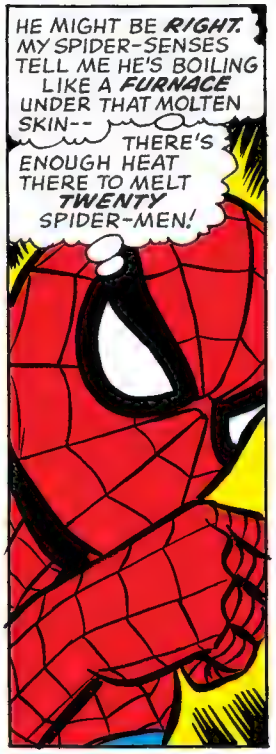

MY BODY HEAT HAS RISEN, SPIDER-MAN! AT THE PRESENT MOMENT, I ESTIMATE IT TO BE WELL OVER THREE HUNDRED DEGREES FAHRENHEIT!
ONE TOUCH OF MY HAND WOULD SCALD YOU-- BURN YOU ALIVE!
SWAK!
YOU ALWAYS WERE A GREAT KIDDER, RAXTON.
ME--I JUST WISH I HAD YOUR CUDDLY CHARM.
BUT...SOME OF US ARE BORN WITH IT, AND SOME OF US AREN'T.
GUESS I'LL JUST HAVE TO GROW UP ALL STUNTED. PITY, ISN'T IT?
YOU'RE NOTHING BUT A MINDLESS WITLING!
I CAN CRUSH YOU WITH MY BARE HANDS-- BUT THAT WOULD BE TOO QUICK A DEATH.
FIRST--YOU MUST SUFFER FOR MOCKING ME! YOU MUST PAY FOR YOUR INSULTS--
--YOU MUST-- EH?
INSULTS? LOOK, CAN I HELP IT IF YOU'VE GOT A LOUSY SENSE OF HUMOR?
I'LL HAVE YOU KNOW I'M CONSIDERED SOMETHING OF A CARD BY MY PALS IN THE SUPER-HERO BIZ--
--SO WATCH YOUR TEMPER, OKAY?
AAAARRRRRHH!

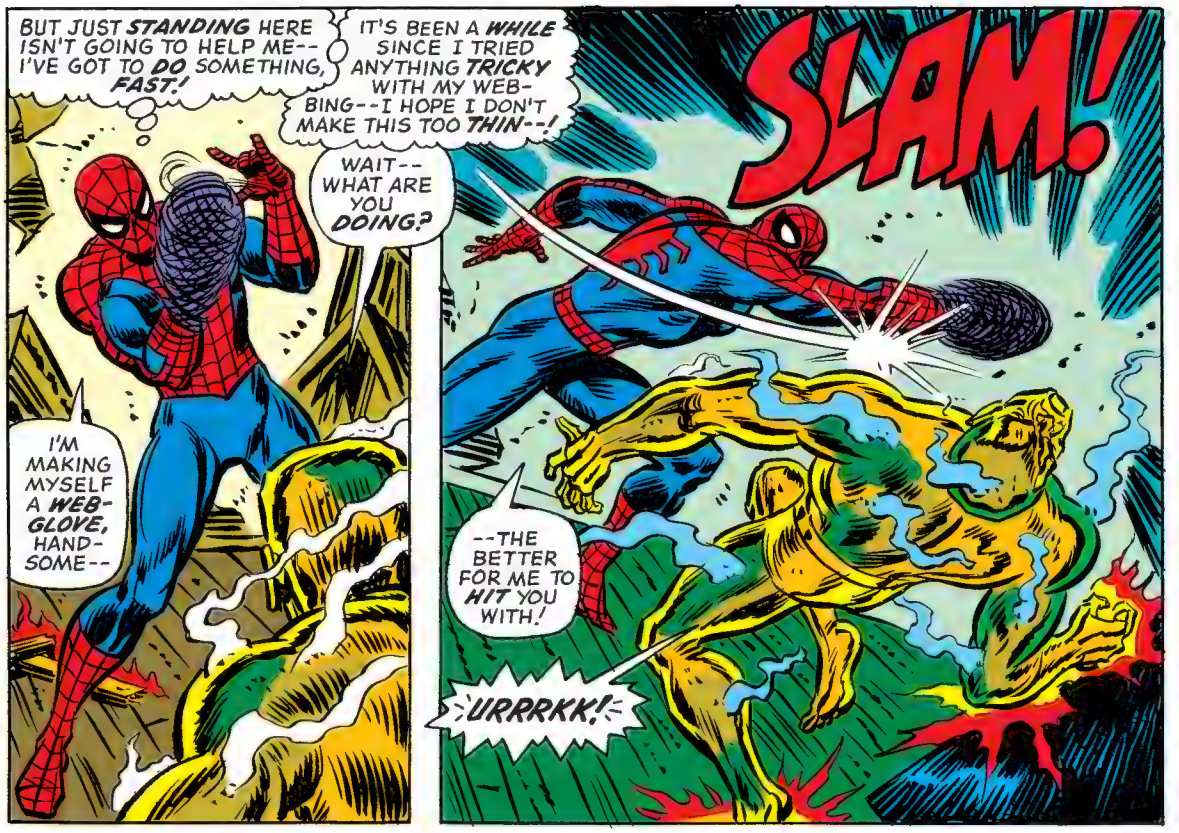

SAY, YOU'RE PRETTY HOT-HEADED, AREN'T YOU? THAT'S BAD FOR YOUR HEART, YOU KNOW.
IF YOU KEEP GETTING EXCITED ALL THE TIME, YOU'RE LIABLE TO HAVE YOURSELF A CORONARY--
WHAP!
--AND THEN WHERE WOULD I BE WITHOUT THE MOLTEN MAN TO PICK ON ANYMORE?

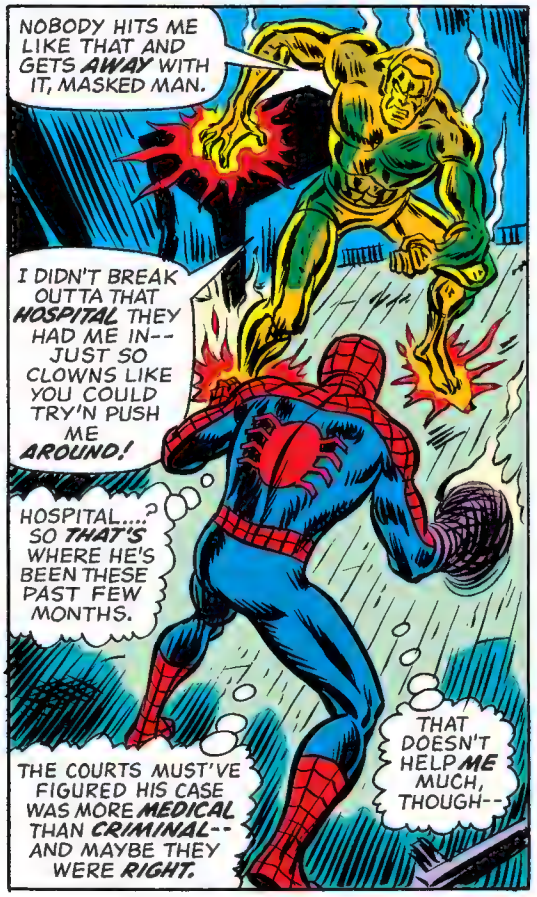
IMBECILE! IF YOU'D LEFT ME ALONE, YOU WOULD HAVE NEVER SEEN--
MMMMMPPPH!
HISSSHUCK!


EXPLODING LIKE A BURSTING BOMB, SMOKE FILLS THE DARKENED ROOM--AND IN THAT SMOKE, SOMETHING MOVES--RISES--AND SNARLS:
PERHAPS NOW YOU UNDERSTAND, SPIDER-MAN.
NO LONGER AM I THE CREATURE YOU ONCE FOUGHT--
--MY BODY HAS INDEED EVOLVED!

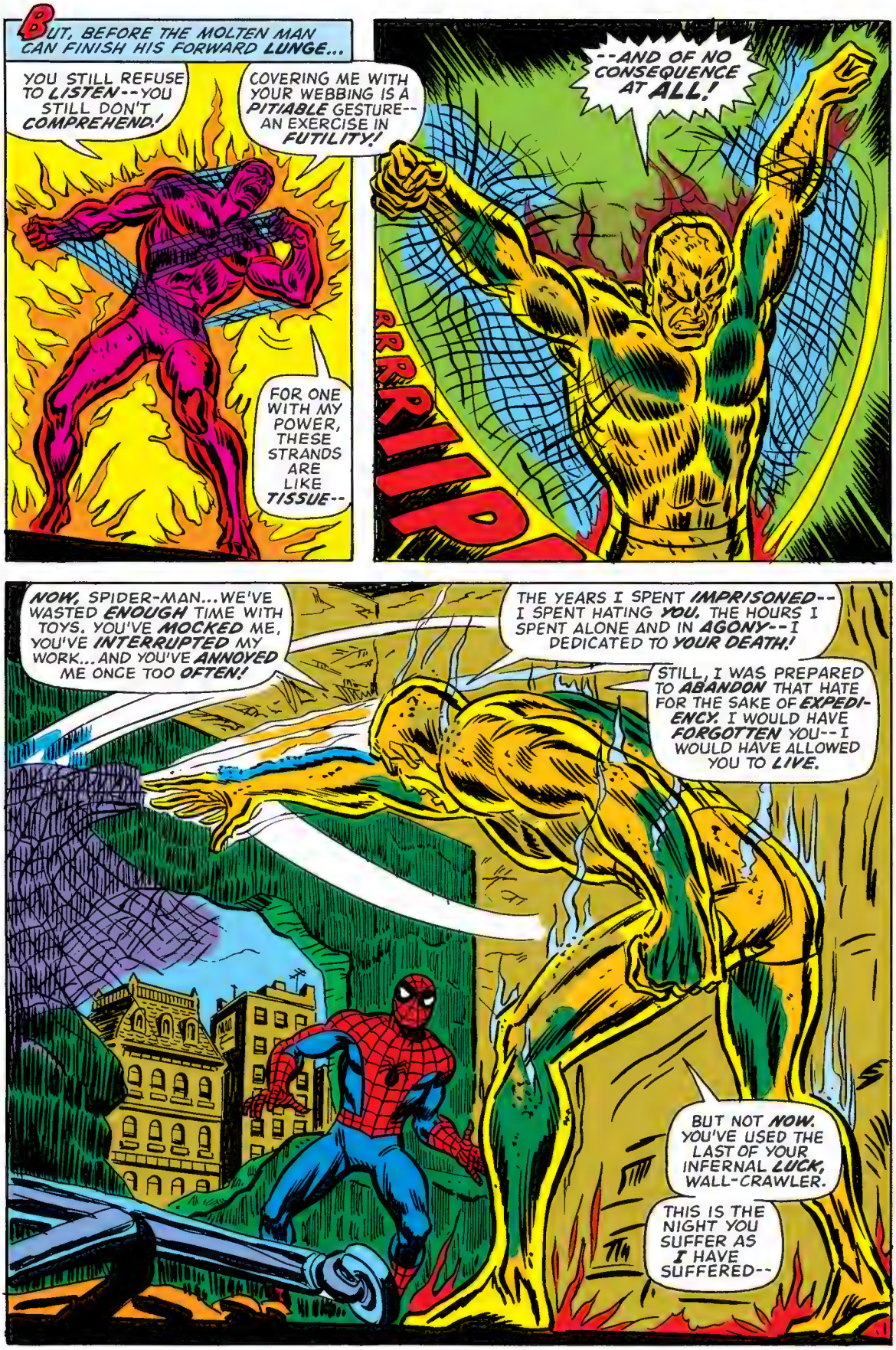
WHAT HARMED ME AT ONE TIME NOW HAS NO MORE DANGER FOR ME THAN A FEATHER-FLICK.
YOU'RE DOOMED, WALL-CRAWLER. DO YOU HEAR ME?
YOUR LIFE IS WORTH NOTHING--NOTHING!

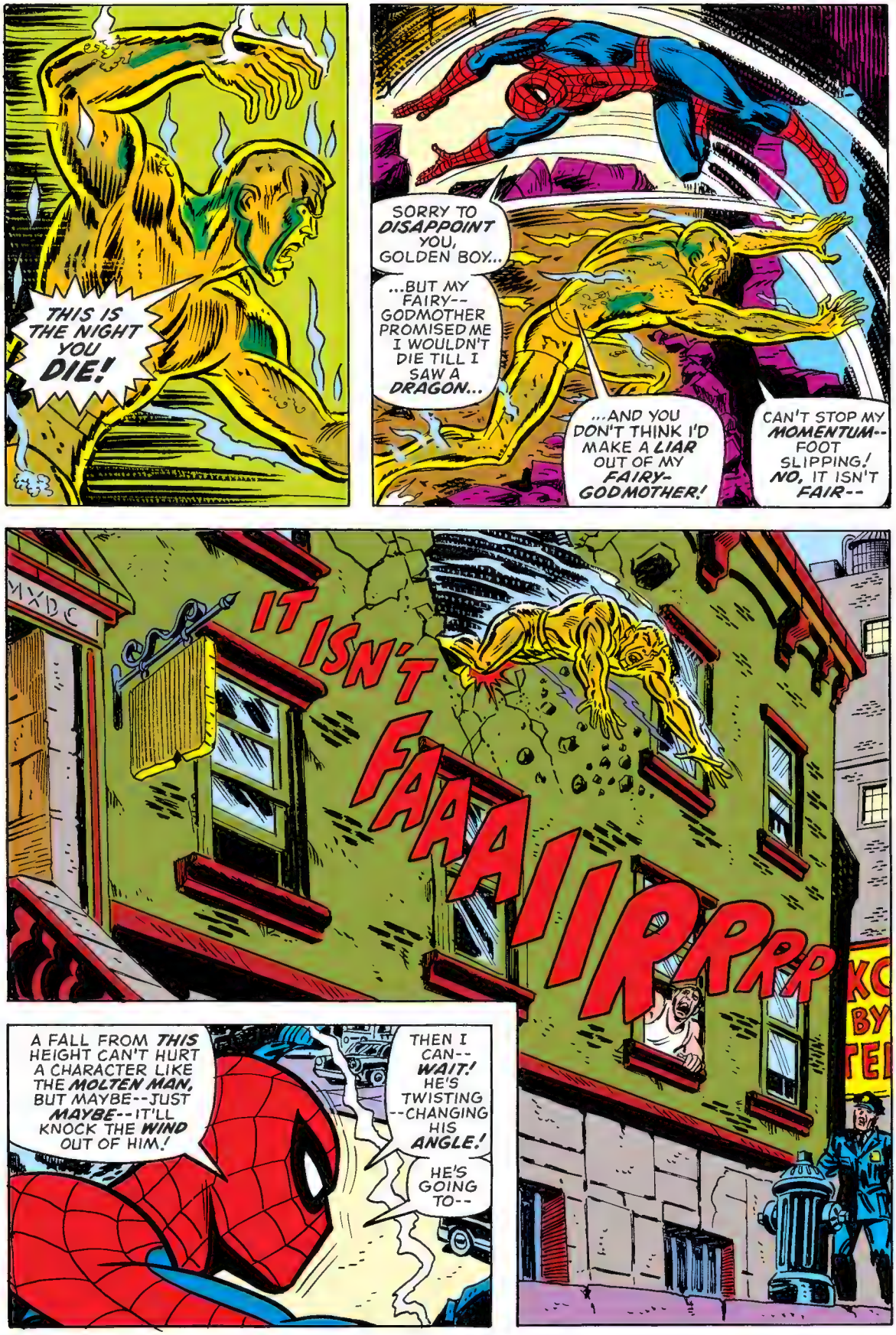

HE MIGHT BE RIGHT. MY SPIDER-SENSES TELL ME HE'S BOILING LIKE A FURNACE UNDER THAT MOLTEN SKIN--
THERE'S ENOUGH HEAT THERE TO MELT TWENTY SPIDER-MEN!

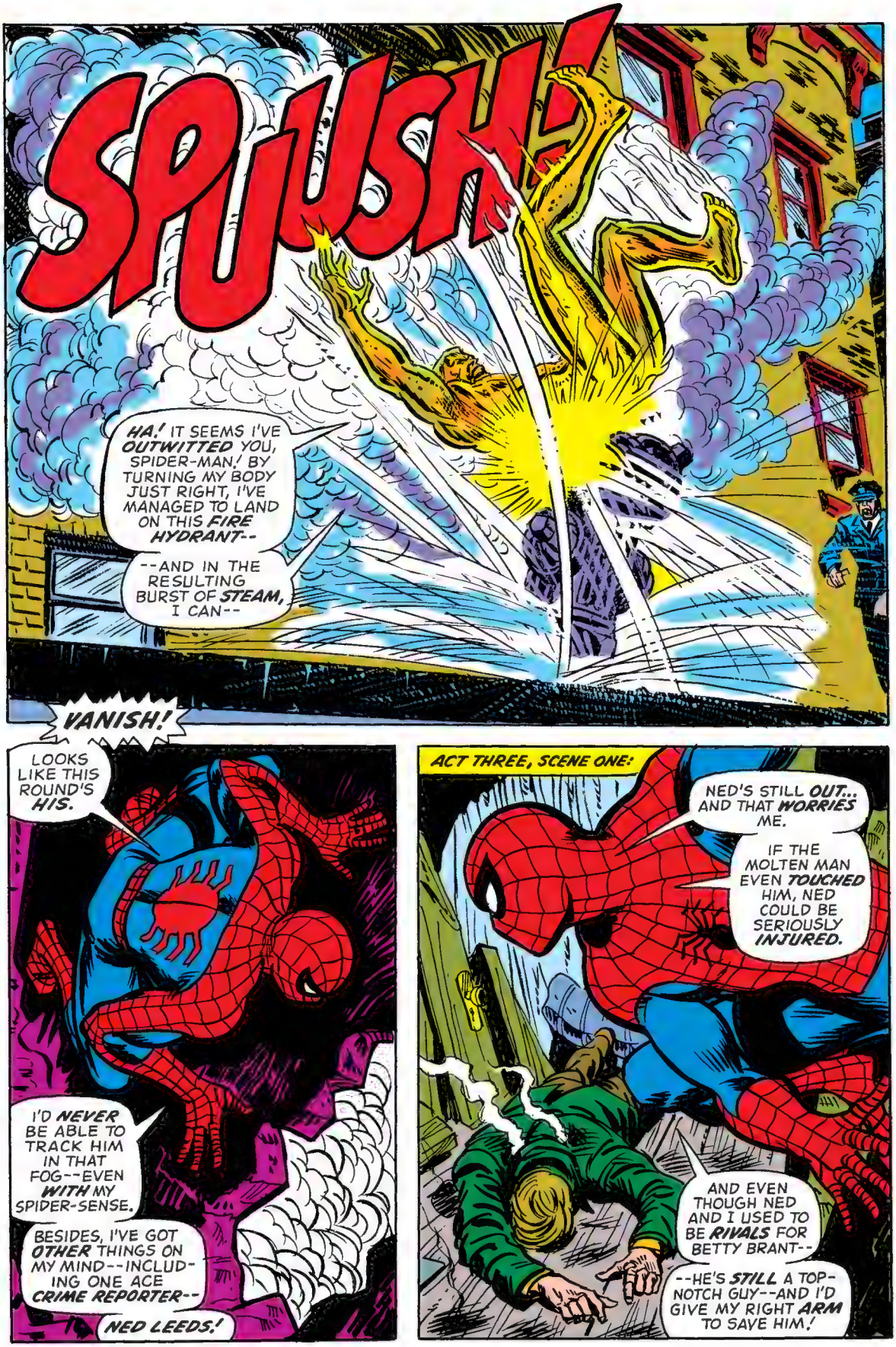

BUT JUST STANDING HERE ISN'T GOING TO HELP ME-- I'VE GOT TO DO SOMETHING, FAST!
IT'S BEEN A WHILE SINCE I TRIED ANYTHING TRICKY WITH MY WEB-BING--I HOPE I DON'T MAKE THIS TOO THIN--!
WAIT-- WHAT ARE YOU DOING?
I'M MAKING MYSELF A WEB-GLOVE, HAND-SOME--
SLAM!
--THE BETTER FOR ME TO HIT YOU WITH!
URRRKK!


NOBODY HITS ME LIKE THAT AND GETS AWAY WITH IT, MASKED MAN.
I DIDN'T BREAK OUTTA THAT HOSPITAL THEY HAD ME IN-- JUST SO CLOWNS LIKE YOU COULD TRY'N PUSH ME AROUND!
HOSPITAL....? SO THAT'S WHERE HE'S BEEN THESE PAST FEW MONTHS.
THE COURTS MUST'VE FIGURED HIS CASE WAS MORE MEDICAL THAN CRIMINAL-- AND MAYBE THEY WERE RIGHT.
THAT DOESN'T HELP ME MUCH, THOUGH--

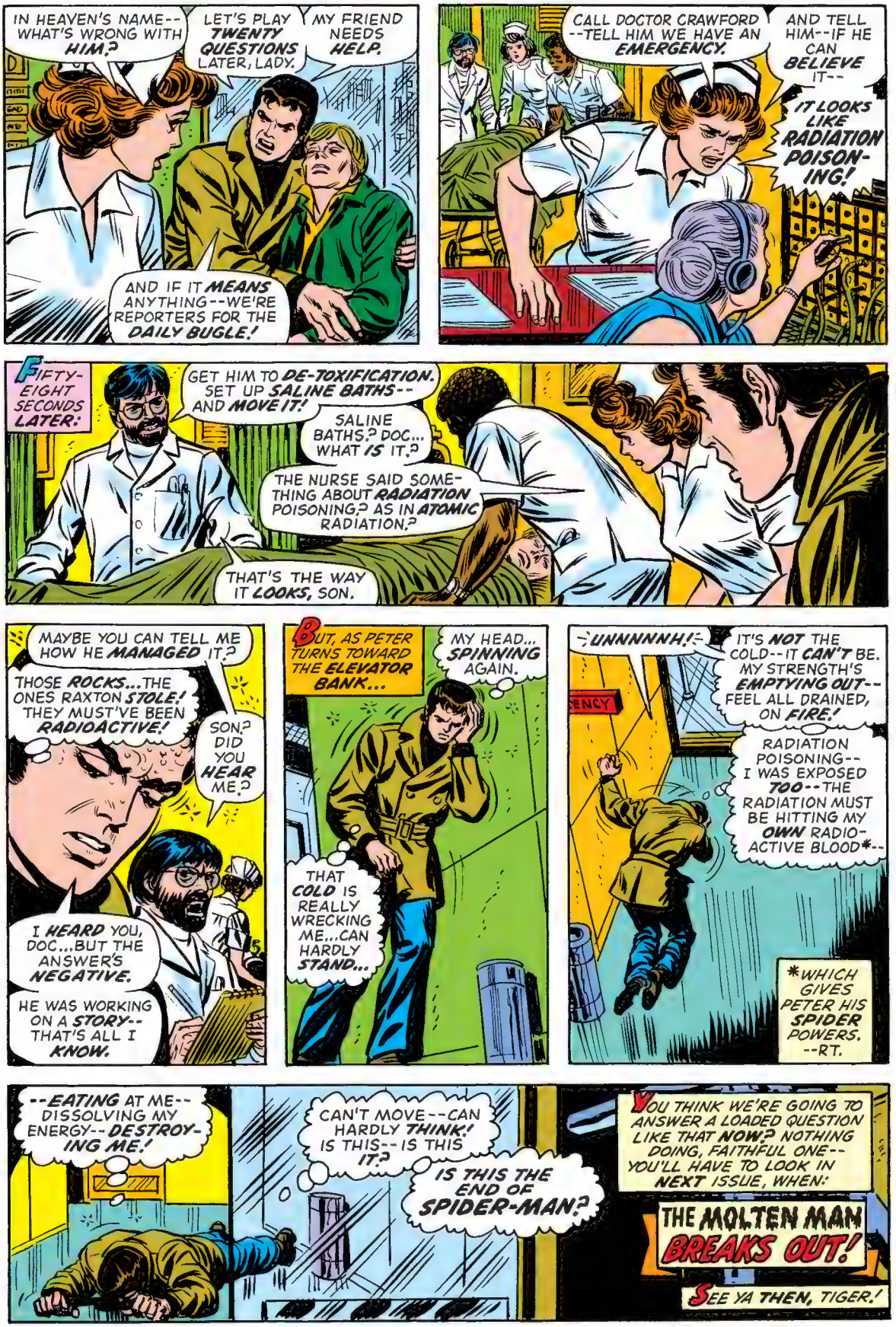
--'CAUSE WHATEVER THE REASON HE'S A MENACE--RIGHT NOW, HE'S RAGING MAD!
ONCE I'M RID OF YOU, NO ONE CAN STOP ME!
I'LL BE ABLE TO COMPLETE MY PLAN-- AND THEN I'LL BE FREE!
FREE AT LAST!


BUT, BEFORE THE MOLTEN MAN CAN FINISH HIS FORWARD LUNGE...
YOU STILL REFUSE TO LISTEN--YOU STILL DON'T COMPREHEND!
COVERING ME WITH YOUR WEBBING IS A PITIABLE GESTURE--AN EXERCISE IN FUTILITY!
FOR ONE WITH MY POWER, THESE STRANDS ARE LIKE TISSUE--
--AND OF NO CONSEQUENCE AT ALL!
RRRRIP!
NOW, SPIDER-MAN...WE'VE WASTED ENOUGH TIME WITH TOYS. YOU'VE MOCKED ME, YOU'VE INTERRUPTED MY WORK...AND YOU'VE ANNOYED ME ONCE TOO OFTEN!
THE YEARS I SPENT IMPRISONED--I SPENT HATING YOU. THE HOURS I SPENT ALONE AND IN AGONY--I DEDICATED TO YOUR DEATH!
STILL, I WAS PREPARED TO ABANDON THAT HATE FOR THE SAKE OF EXPEDIENCY. I WOULD HAVE FORGOTTEN YOU--I WOULD HAVE ALLOWED YOU TO LIVE.
BUT NOT NOW. YOU'VE USED THE LAST OF YOUR INFERNAL LUCK, WALL-CRAWLER.
THIS IS THE NIGHT YOU SUFFER AS I HAVE SUFFERED--


THIS IS THE NIGHT YOU DIE!
SORRY TO DISAPPOINT YOU, GOLDEN BOY...
...BUT MY FAIRY--GODMOTHER PROMISED ME I WOULDN'T DIE TILL I SAW A DRAGON...
...AND YOU DON'T THINK I'D MAKE A LIAR OUT OF MY FAIRY-GODMOTHER!
CAN'T STOP MY MOMENTUM--FOOT SLIPPING! NO, IT ISN'T FAIR--
IT ISN'T FAAAIIRRRR
A FALL FROM THIS HEIGHT CAN'T HURT A CHARACTER LIKE THE MOLTEN MAN, BUT MAYBE--JUST MAYBE--IT'LL KNOCK THE WIND OUT OF HIM!
THEN I CAN--WAIT! HE'S TWISTING--CHANGING HIS ANGLE!
HE'S GOING TO--


SPLUSH!
HA! IT SEEMS I'VE OUTWITTED YOU, SPIDER-MAN! BY TURNING MY BODY JUST RIGHT, I'VE MANAGED TO LAND ON THIS FIRE HYDRANT--
--AND IN THE RESULTING BURST OF STEAM, I CAN--
VANISH!
LOOKS LIKE THIS ROUND'S HIS.
I'D NEVER BE ABLE TO TRACK HIM IN THAT FOG--EVEN WITH MY SPIDER-SENSE.
BESIDES, I'VE GOT OTHER THINGS ON MY MIND--INCLUDING ONE ACE CRIME REPORTER--
NED LEEDS!
ACT THREE, SCENE ONE:
NED'S STILL OUT... AND THAT WORRIES ME.
IF THE MOLTEN MAN EVEN TOUCHED HIM, NED COULD BE SERIOUSLY INJURED.
AND EVEN THOUGH NED AND I USED TO BE RIVALS FOR BETTY BRANT--
--HE'S STILL A TOP-NOTCH GUY--AND I'D GIVE MY RIGHT ARM TO SAVE HIM!

ROCKS... GLOWING... LIKE FIRE... BRIGHT...
SURE, KID. DON'T HASSLE YOURSELF ABOUT IT.
JUST HANG THERE AND LEAVE THE WEB-SLINGING TO SPIDEY--
--AND I'LL HAVE YOU TO THE HOSPITAL IN NO TIME!
UNFORTUNATELY, OUR HERO SHOULD PAY A BIT MORE ATTENTION TO NED'S NEARLY-INCOHERENT MUTTERINGS--
--FOR THE MEANING OF THOSE WORDS WILL SOON AFFECT BOTH NED--AND HIS COSTUMED SAVIOR!
RAPIDLY NOW, OUR STORY MOVES TO THE LAST SCENE OF THIS, THE THIRD ACT:
HE'S PASSED OUT ALTOGETHER... THE PAIN OF THAT BURN ON HIS NECK MUST BE TOO MUCH FOR HIM.
WELL, THERE'S NOT MUCH I CAN DO BY WAY OF FIRST AID...NOT THAT IT MATTERS.
WE'LL BE DOWN IN THE HOSPITAL IN A SECOND OR TWO--
--AND THEN IT'S UP TO THE EMERGENCY WARD TO BREAK NED'S FEVER.
FUNNY...I FEEL KIND OF FLUSHED MYSELF. MUST BE THAT COLD I FELT COMING ON.
BETTER GET SOME COUGH MEDICINE...OR I'LL BE THE FIRST SUPER-HERO ON MY BLOCK WITH LARYNGITIS.
HEY...IS IT MY IMAGINATION...OR IS LEEDS GETTING HEAVIER?
WOW. THIS COLD IS HITTING ME HARDER THAN I EXPECTED.


IN HEAVEN'S NAME--WHAT'S WRONG WITH HIM?
LET'S PLAY TWENTY QUESTIONS LATER, LADY.
MY FRIEND NEEDS HELP.
AND IF IT MEANS ANYTHING--WE'RE REPORTERS FOR THE DAILY BUGLE!
CALL DOCTOR CRAWFORD--TELL HIM WE HAVE AN EMERGENCY.
AND TELL HIM--IF HE CAN BELIEVE IT--
IT LOOKS LIKE RADIATION POISONING!
FIFTY-EIGHT SECONDS LATER:
GET HIM TO DE-TOXIFICATION. SET UP SALINE BATHS--AND MOVE IT!
SALINE BATHS? DOC... WHAT IS IT?
THE NURSE SAID SOMETHING ABOUT RADIATION POISONING? AS IN ATOMIC RADIATION?
THAT'S THE WAY IT LOOKS, SON.
MAYBE YOU CAN TELL ME HOW HE MANAGED IT?
THOSE ROCKS...THE ONES RAXTON STOLE! THEY MUST'VE BEEN RADIOACTIVE!
SON? DID YOU HEAR ME?
I HEARD YOU, DOC...BUT THE ANSWER'S NEGATIVE.
HE WAS WORKING ON A STORY--THAT'S ALL I KNOW.
BUT, AS PETER TURNS TOWARD THE ELEVATOR BANK...
MY HEAD... SPINNING AGAIN.
THAT COLD IS REALLY WRECKING ME...CAN HARDLY STAND...
-UNNNNNH!-
IT'S NOT THE COLD--IT CAN'T BE. MY STRENGTH'S EMPTYING OUT--FEEL ALL DRAINED, ON FIRE!
RADIATION POISONING--I WAS EXPOSED TOO--THE RADIATION MUST BE HITTING MY OWN RADIOACTIVE BLOOD*--
*WHICH GIVES PETER HIS SPIDER POWERS. --RT.
--EATING AT ME--DISSOLVING MY ENERGY--DESTROYING ME!
CAN'T MOVE--CAN HARDLY THINK! IS THIS--IS THIS IT?
IS THIS THE END OF SPIDER-MAN?
YOU THINK WE'RE GOING TO ANSWER A LOADED QUESTION LIKE THAT NOW? NOTHING DOING, FAITHFUL ONE--YOU'LL HAVE TO LOOK IN NEXT ISSUE, WHEN:
THE MOLTEN MAN BREAKS OUT!
SEE YA THEN, TIGER!

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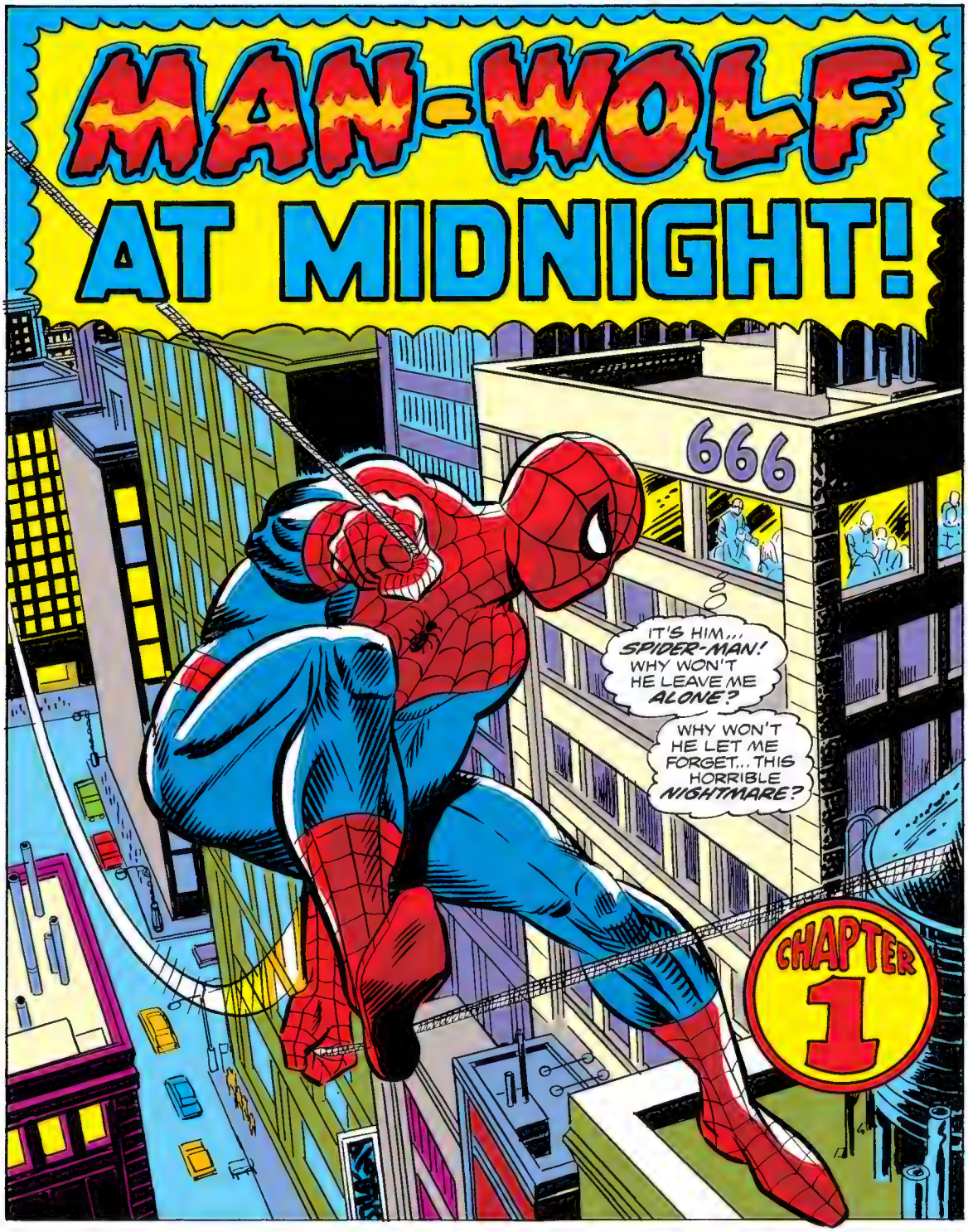
FANTASTIC FIRST ISSUE!
NEW! MIDNIGHT MEANS THE MAN-WOLF... AND MORBIUS, THE LIVING VAMPIRE!
BONUS: A GHOULISH GALLERY OF SPIDEY'S MOST FIENDISH FOES!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

GERRY CONWAY / WRITER / GIL KANE / ARTIST / MIKE ESPOSITO / INKER / JOHN COSTANZA, letterer / L. LESSMANN, colorist / ROY THOMAS / EDITOR


MAN-WOLF AT MIDNIGHT!
666
IT'S HIM... SPIDER-MAN! WHY WON'T HE LEAVE ME ALONE?
WHY WON'T HE LET ME FORGET... THIS HORRIBLE NIGHTMARE?
CHAPTER 1

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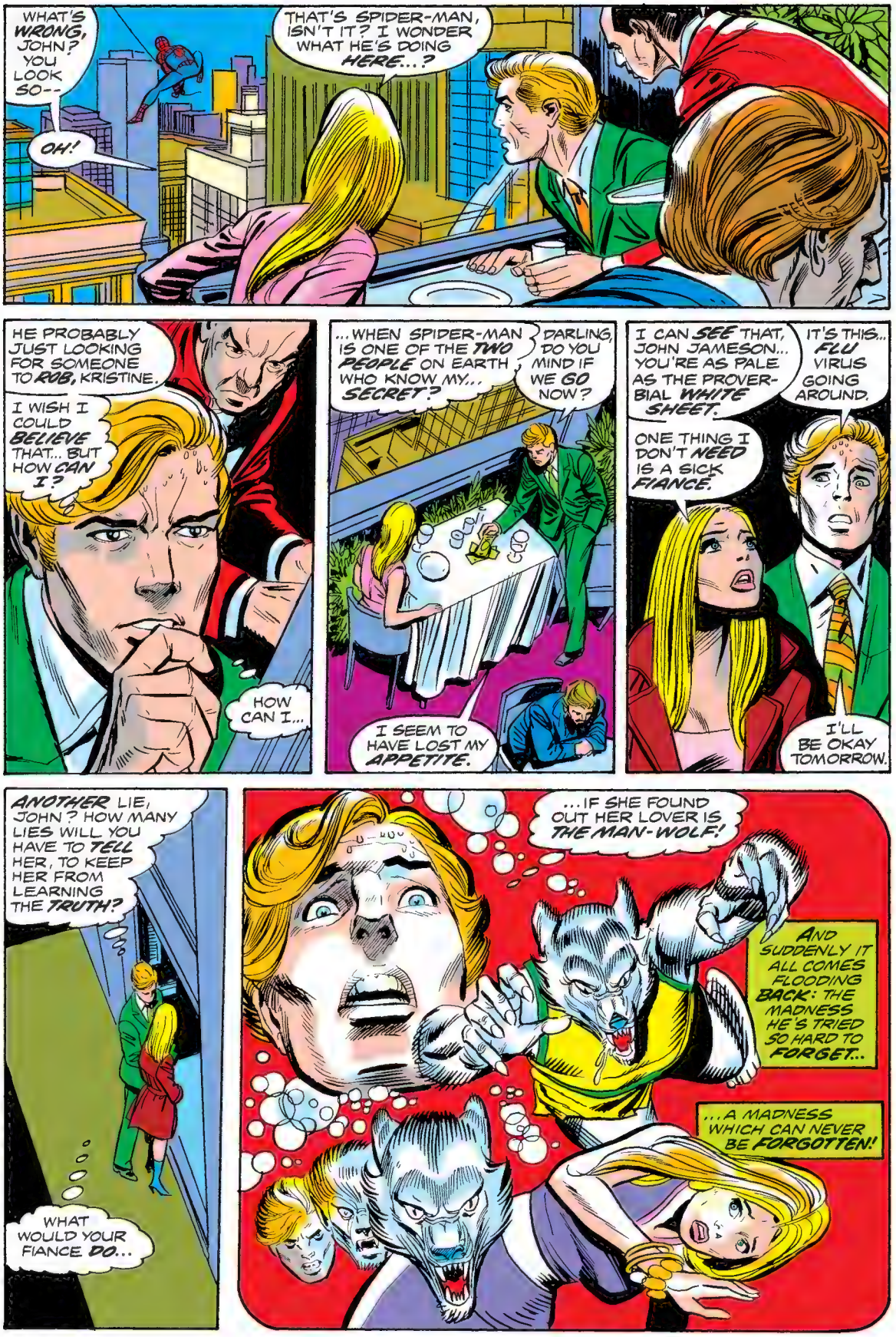
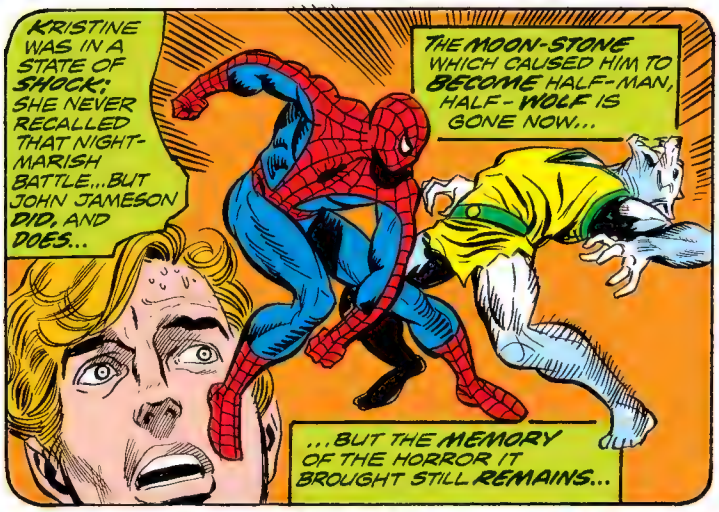
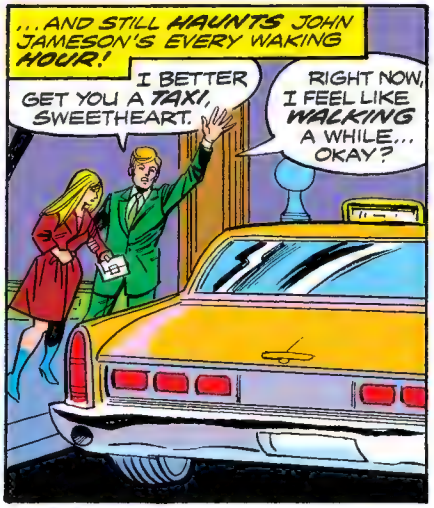
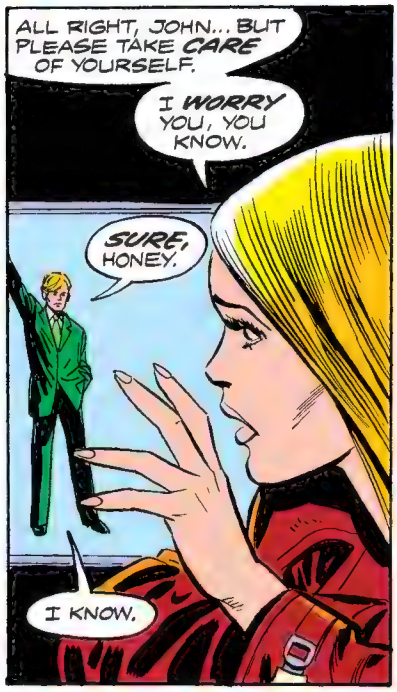
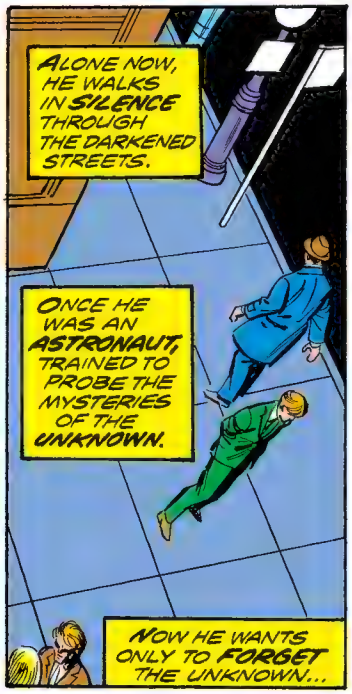

WHAT'S WRONG, JOHN? YOU LOOK SO--
OH!
THAT'S SPIDER-MAN, ISN'T IT? I WONDER WHAT HE'S DOING HERE...?
HE PROBABLY JUST LOOKING FOR SOMEONE TO ROB, KRISTINE.
I WISH I COULD BELIEVE THAT... BUT HOW CAN I?
HOW CAN I...
...WHEN SPIDER-MAN IS ONE OF THE TWO PEOPLE ON EARTH WHO KNOW MY... SECRET?
DARLING, DO YOU MIND IF WE GO NOW?
I SEEM TO HAVE LOST MY APPETITE.
I CAN SEE THAT, JOHN JAMESON... YOU'RE AS PALE AS THE PROVERBIAL WHITE SHEET.
IT'S THIS... FLU VIRUS GOING AROUND.
ONE THING I DON'T NEED IS A SICK FIANCE.
I'LL BE OKAY TOMORROW.
ANOTHER LIE, JOHN? HOW MANY LIES WILL YOU HAVE TO TELL HER, TO KEEP HER FROM LEARNING THE TRUTH?
WHAT WOULD YOUR FIANCE DO...
...IF SHE FOUND OUT HER LOVER IS THE MAN-WOLF!
AND SUDDENLY IT ALL COMES FLOODING BACK: THE MADNESS HE'S TRIED SO HARD TO FORGET..
...A MADNESS WHICH CAN NEVER BE FORGOTTEN!

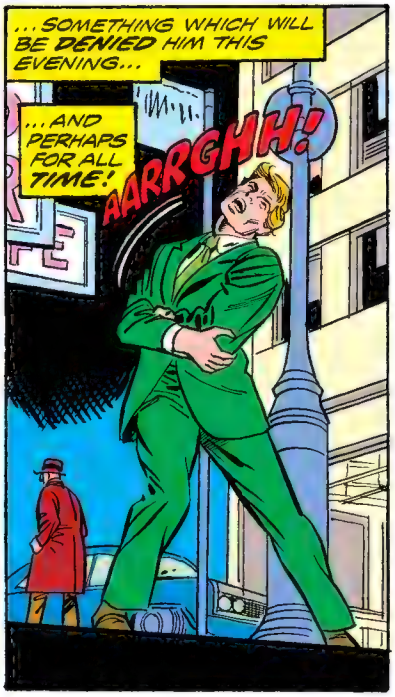
FOR PERHAPS THE THOU-SANDTH TIME, HE REMEMBERS THAT TERRIBLE NIGHT WHEN HE ALMOST KILLED HIS FIANCÉE...
...AND WAS STOPPED ONLY BY THE INTERVENTION OF SPIDER-MAN.*
* SPIDEY #125.--ROY.


KRISTINE WAS IN A STATE OF SHOCK; SHE NEVER RECALLED THAT NIGHT-MARISH BATTLE...BUT JOHN JAMESON DID, AND DOES...
THE MOON-STONE WHICH CAUSED HIM TO BECOME HALF-MAN, HALF-WOLF IS GONE NOW...
...BUT THE MEMORY OF THE HORROR IT BROUGHT STILL REMAINS...


...AND STILL HAUNTS JOHN JAMESON'S EVERY WAKING HOUR!
I BETTER GET YOU A TAXI, SWEETHEART.
RIGHT NOW, I FEEL LIKE WALKING A WHILE... OKAY?


ALL RIGHT, JOHN... BUT PLEASE TAKE CARE OF YOURSELF.
I WORRY YOU, YOU KNOW.
SURE, HONEY.
I KNOW.


ALONE NOW, HE WALKS IN SILENCE THROUGH THE DARKENED STREETS.
ONCE HE WAS AN ASTRONAUT, TRAINED TO PROBE THE MYSTERIES OF THE UNKNOWN.
NOW HE WANTS ONLY TO FORGET THE UNKNOWN...

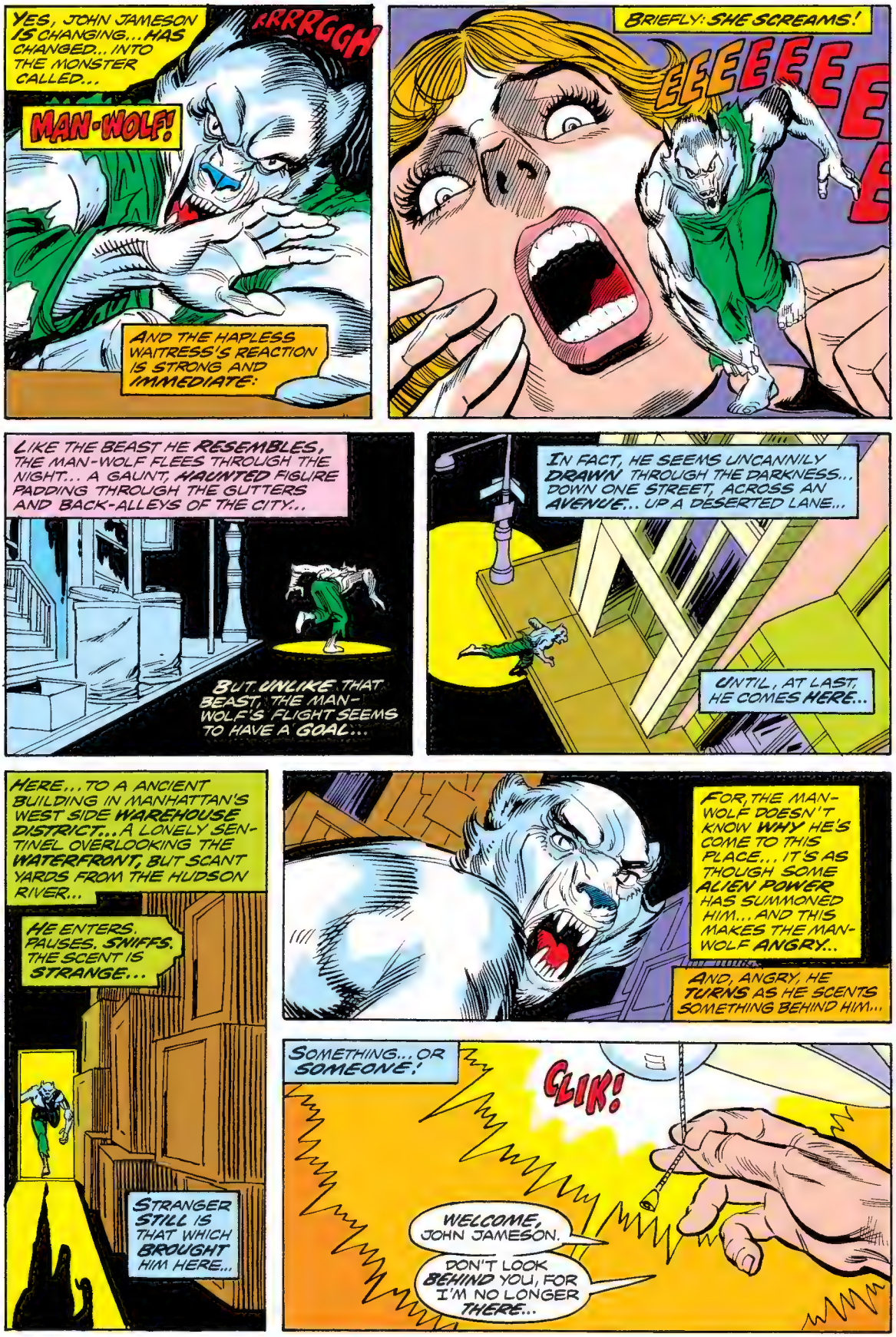

...SOMETHING WHICH WILL BE DENIED HIM THIS EVENING...
...AND PERHAPS FOR ALL TIME!
AARRGHH!

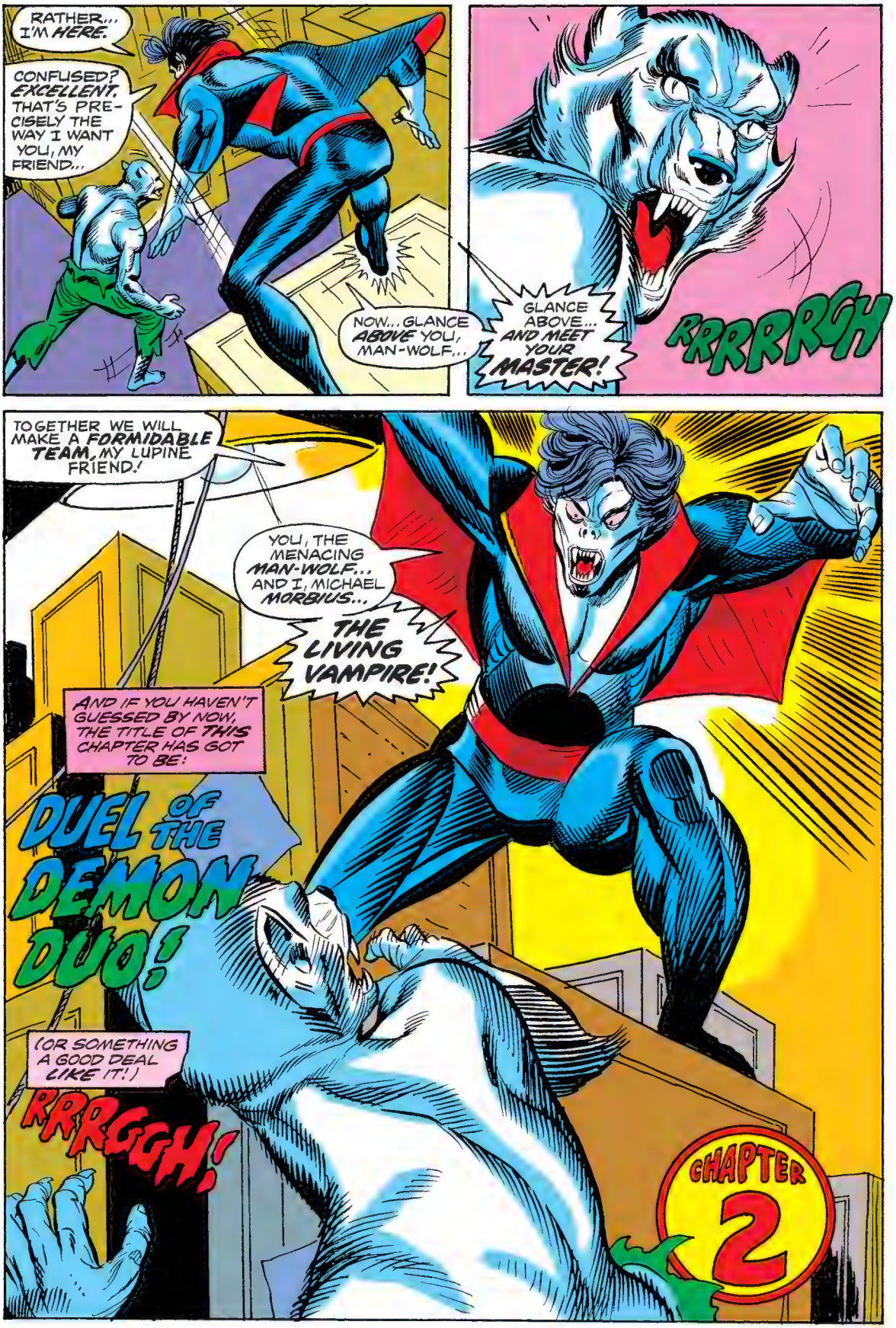
THE PAIN... IT'S COMING BACK! BUT THAT'S IMPOSSIBLE...
I DON'T HAVE THE MOON-STONE ANYMORE. WITHOUT IT, THERE'S NO CURSE... OR IS THERE?
LORD, NO! DON'T LET IT START AGAIN! PLEASE... DON'T LET IT HAPPEN AGAIN!
MEANWHILE, SEVERAL BLOCKS CROSSTOWN...
HOOHAH! JUST WHAT I'VE BEEN LOOKING FOR.
CROOKS-- ESCAPING FROM THAT JEWELRY STORE!
THE WAY THIS TOWN'S BEEN SLEEPING LATELY, I HAVEN'T GOTTEN MY QUOTA OF PHOTOS FOR THE DAILY BUGLE-- SOOOOO--
IT'S WEB-SLINGING TIME!
:URRRRKK!:
:YEEEOUP!:
GREAT! WE SPEND WEEKS SETTIN' UP THIS SNATCH--
--AND THEN SOME JERK IN LEOTARDS HASTA RUIN EVERYTHING!
LOOK, FELLA, WHEN YOU CAME INTO THIS BUSINESS, YOU ACCEPTED CERTAIN RISKS.
ONE OF THEM IS THE RISK OF BEING CAUGHT--
OR DID YOU REALLY BELIEVE IT'D BE ALL SWEETNESS AND LIGHT?
:OOOOF!:
SIX SECONDS LATER...
YOU GUYS ARE SPECIAL. WE DON'T HAVE A CHANCE AGAINST YA.
DOES THAT GIVE YA SOME KIND OF THRILL?
I MEAN, WHAT'S IN IT FOR YOU? A COP, I CAN UNDER-STAND..
SURE, I BOUGHT THE GAME, PAL-- ALL THE RISKS, THE HANG-UPS.
BUT I NEVER FIGURED ON YOU-- AN' ALL THE REST OF YOU SUPER-GOONS.

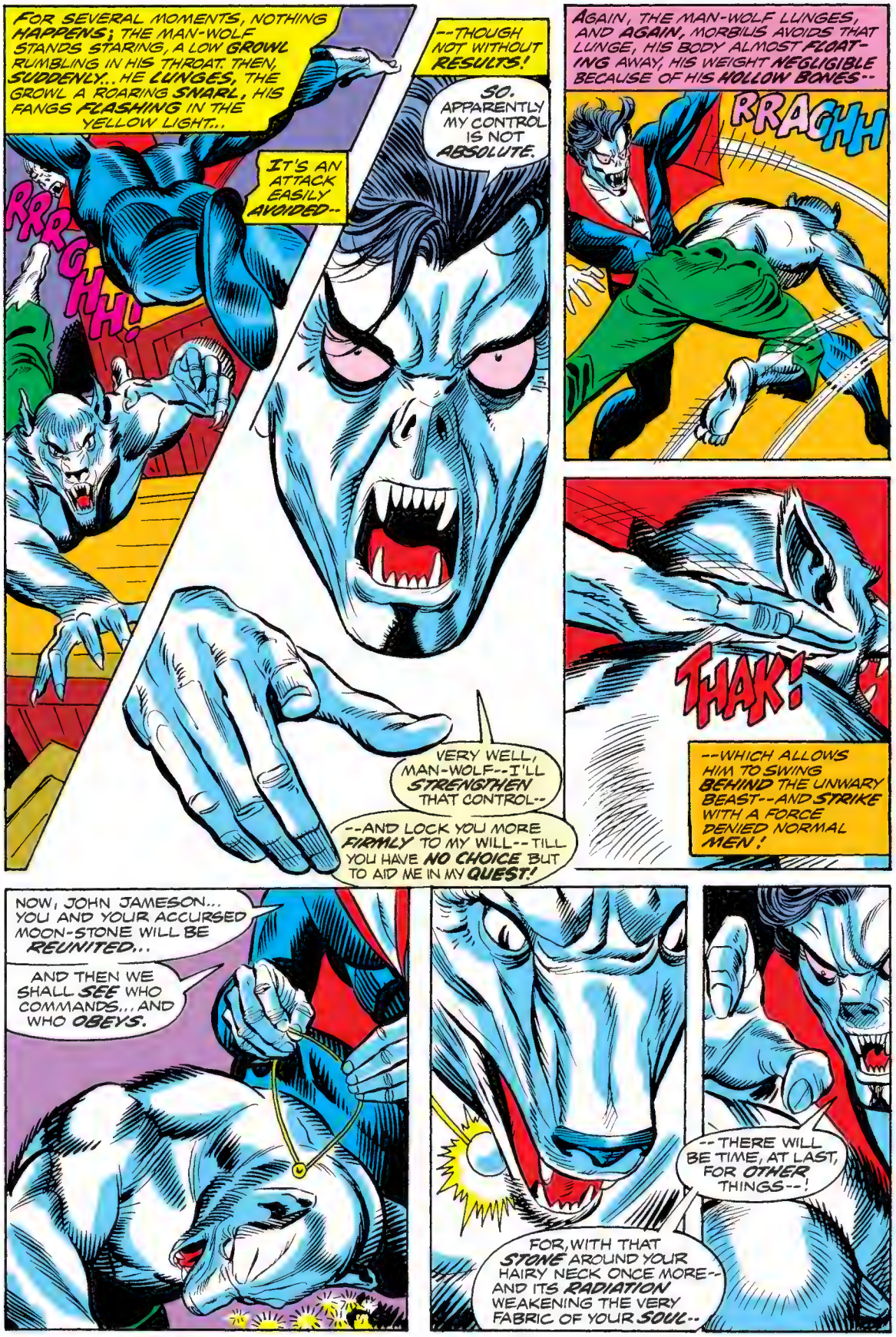
--HE'S PAID TO BRING US DOWN.
BUT WHAT ABOUT YOU, PUNK?
WHAT ABOUT YOU?
IT'S A QUESTION THAT GOES UNANSWERED, THOUGH NOT UNHEEDED; AND, AS OUR COLORFULLY-COSTUMED HERO SWINGS ACROSS TOWN, FINALLY REACHING THE DAILY BUGLE, WHERE HE CHANGES TO PETER PARKER, HE HIMSELF WONDERS...
...WHY DOES HE GO AFTER PENNY-ANTE CROOKS, ANYWAY?
G'EVENING, FRED. ANYONE STILL UP-STAIRS?
JOE ROBERTSON, I THINK.
HE'S ONE CITY EDITOR WHO BURNS HIS CANDLE AT BOTH ENDS.
SHORTLY...
WELL, HELLO, MR. PARKER ...I WAS WONDERING WHEN WE'D SEE YOU AGAIN.
I WAS JUST LEAVING. GOT ANY-THING HOT?
A FEW PICS OF SPIDER-MAN GRABBING A GROUP OF JEWEL-THIEVES. OTHER-WISE... NOTHING.
DON'T I KNOW IT, SON. SAY... COME ON BACK TO MY OFFICE A MINUTE.
YOU KNOW HOW IT IS, ROBBIE. MANHATTAN'S BEEN PRETTY QUIET THESE PAST FEW DAYS.
I'VE GOT SOMETHING INTERESTING TO SHOW YOU.
...THIS. THE WIRE SERVICE SENT US THESE PRINTS A COUPLE OF HOURS AGO. IT SEEMS THERE'VE BEEN SOME STRANGE HOMICIDES OCCURRING ALONG THE EASTERN SEABOARD...
...IN A PATTERN THAT THAT APPARENTLY LEADS TOWARD NEW YORK.
FAR OUT. WHAT'S THE MURDERER'S M.O.?*
SEE FOR YOURSELF, PETER.
*METHODS OF OPERATION. --RT.

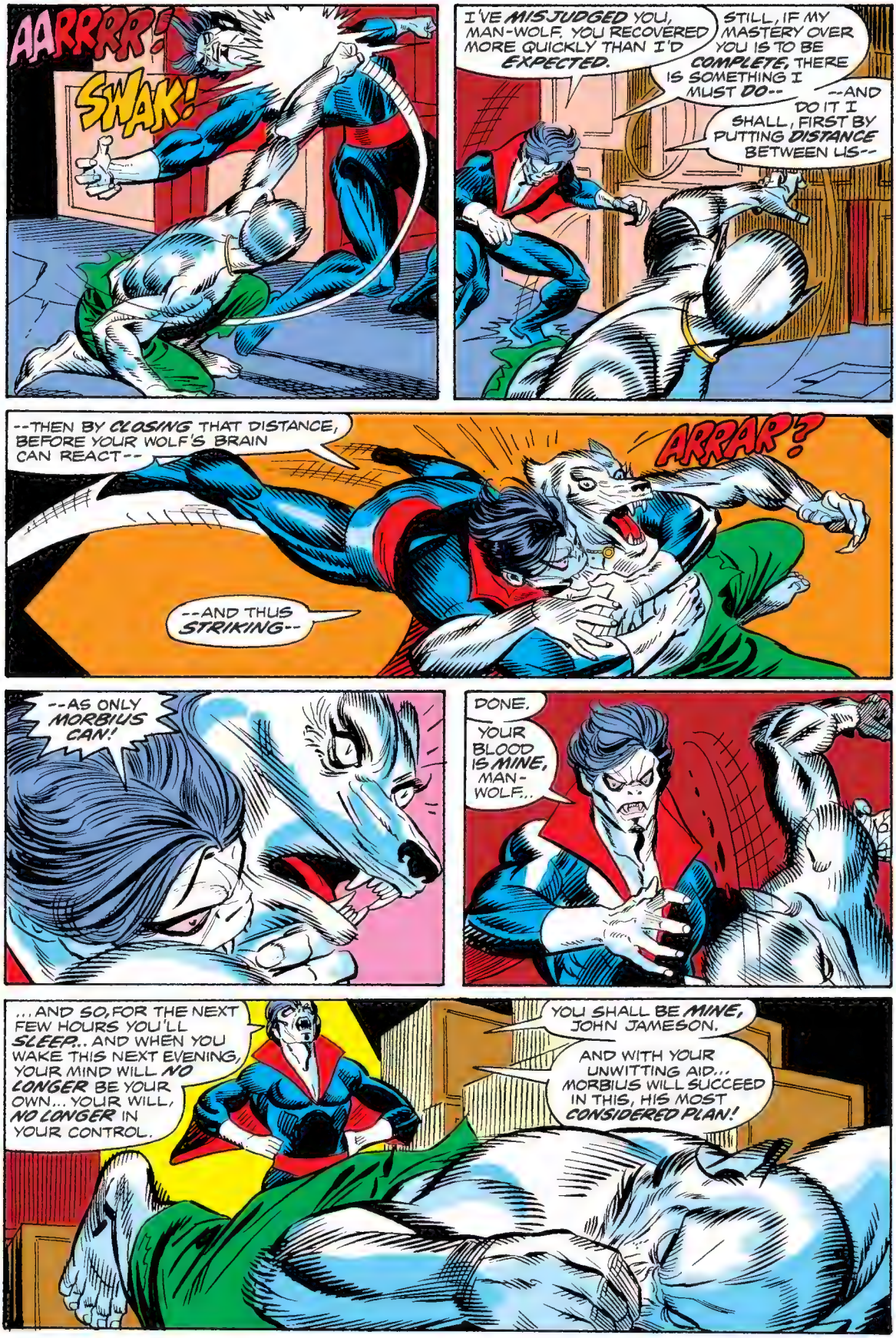
"EVERY VICTIM WAS DISCOVERED DRAINED COMPLETELY OF BLOOD.. AND POSSESSING TWO SMALL PUNCTURE WOUNDS ON THE NECK...
"...AS THOUGH THEY'D EACH BEEN BITTEN BY A LARGE ANIMAL!
"PRETTY GRISLY, HMM?"
AND THAT'S NOT ALL, PETER.
AN AMATEUR PHOTOGRAPHER IN JERSEY CITY MANAGED TO SNAP A PICTURE OF A MAN LEAVING THE SCENE OF ONE MURDER--
--THIS MAN.
RECOGNIZE HIM?
"YOU WOULDN'T, OF COURSE. FEW PEOPLE WOULD, HE'S CHANGED SO MUCH.
"I MET HIM ONCE, DURING A MEDICAL CONVENTION I COVERED WHEN I WAS A REPORTER YEARS AGO...
"HIS NAME IS MICHAEL MORBIUS, AND ACCORDING TO ALL RELIABLE REPORTS... HE DIED THIRTEEN MONTHS AGO AT SEA."
MORBIUS WAS A BRILLIANT RESEARCH SCIENTIST, PETER-- HE SPECIALIZED IN DISEASES OF THE BLOOD, AND RUMOR HAS IT HE WAS DYING OF SUCH A DISEASE HIMSELF.
AS I SAY, HE DISAPPEARED A YEAR AGO AND WAS PRESUMED DEAD.
YOU CAN IMAGINE WHAT A STORY IT'LL MAKE IF HE TURNS OUT TO BE ALIVE--
--AND A MURDERER. WHAT DO YOU WANT ME TO DO, ROBBIE?
BUT, BEFORE THE DAILY BUGLE'S QUIET-SPOKEN CITY EDITOR CAN REPLY...
I THOUGHT I HEARD VOICES OUT HERE.
IF IT ISN'T PETER PARKER, MY OWN FAVORITE PHOTOGRAPHER!
UH-OH... MY OWN FAVORITE PUBLISHER, J. JONAH JAMESON! I'M IN FOR IT NOW!
HOWEVER, MUCH TO PETER'S SURPRISE...
MY BOY, I JUST WANT YOU TO KNOW-- I'VE ALWAYS THOUGHT THE WORLD OF YOU.
IF THERE'S ANY-THING YOU WANT, ANYTHING AT ALL, JUST LET ME KNOW.
PROMISE YOU'LL DO THAT, PETER. PROMISE?
AH-ER--SURE, JJJ. ANYTHING YOU SAY.

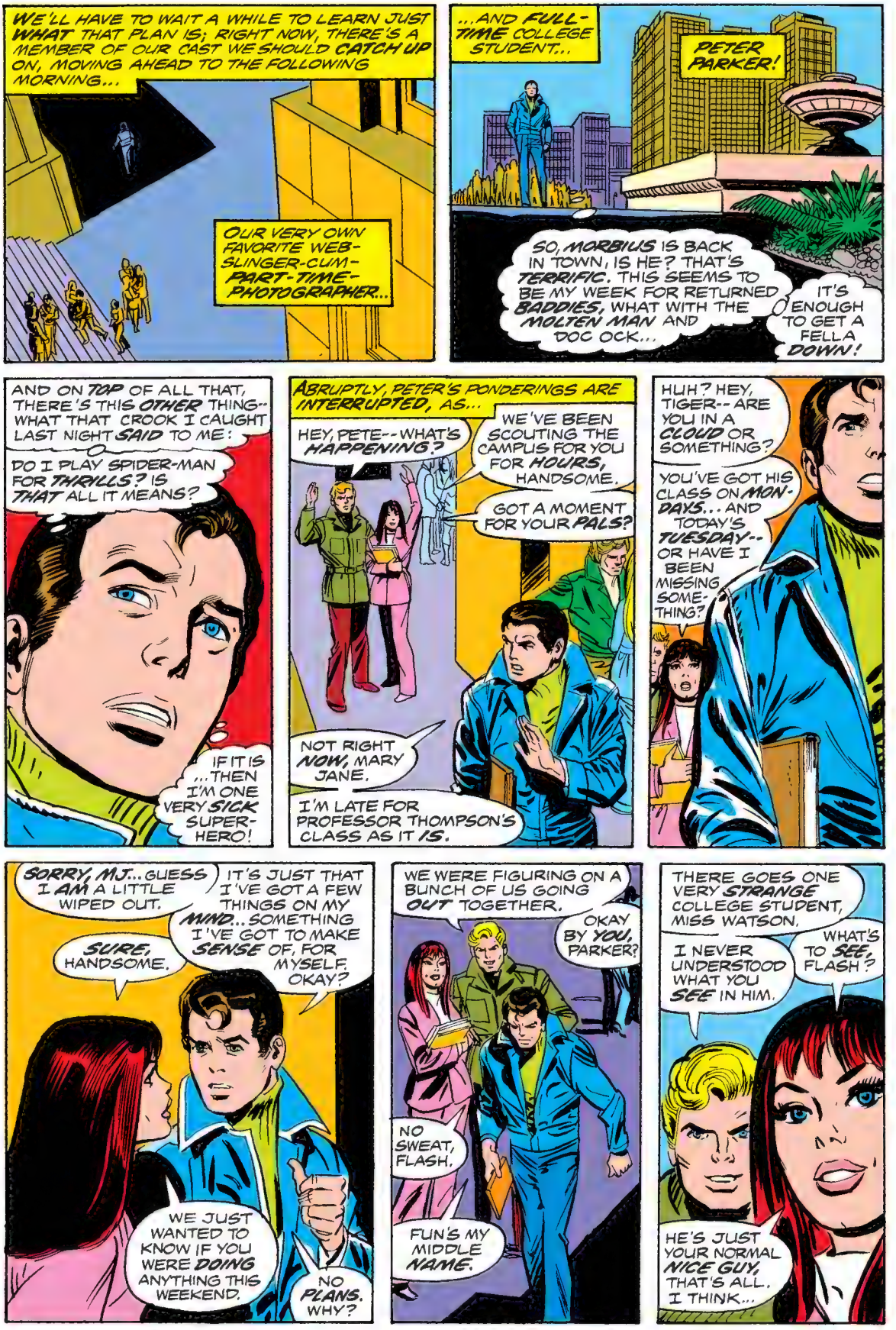
THAT'S THE BOY. KEEP UP THE GOOD WORK, PETER.
I'M BEHIND YOU ONE THOUSAND PERCENT!
THANKS...ER... I THINK.
WHAT'S WITH JAMESON, ROBBIE?
HE'S ACTING LIKE A HUMAN BEING.
THEN YOU HAVEN'T HEARD, PETER? I THOUGHT BETTY BRANT WOULD HAVE PHONED YOU ABOUT IT.
YOU'VE BEEN NOMINATED FOR PHOTOGRAPHER OF THE YEAR.
IT MAY BE PREMATURE... BUT CONGRATULATIONS, SON. YOU'VE EARNED IT.
LET'S DEAL WITH THAT BIT OF NEWS LATER.
FOR NOW, WE HAVE OTHER CONCERNS...
CHIEFLY: JONAH JAMESON'S SON, WHO, TO SAY THE LEAST, IS ACTING A LITTLE STRANGELY...
PAIN... POUNDING THROUGH MY SKULL. I CAN BARELY THINK...
COFFEE... MAYBE SOME COFFEE'LL CLEAR MY HEAD.
HEY, BUB-- CAN'T YOU READ?
THE SIGN ON THE DOOR SAYS "CLOSED".
LOOK, YOU'VE GOT TO HELP ME... I NEED SOME COFFEE... I NEED IT BADLY...
IT'S A MATTER OF LIFE AN... :UNNNHH!:
CRASH!
BUB, I DON'T CARE IF IT'S A NATIONAL EMERGENCY.
NINE O'CLOCK COMES, I GO HOME, YOU DIG?
SAY... WHAT IS THIS? YOUR HAIR... IT'S TURNING SOME KINDA WHITE...
Y-YOU'RE CHANGING... CHANGING...!


YES, JOHN JAMESON IS CHANGING... HAS CHANGED... INTO THE MONSTER CALLED...
RRRRGGH
MAN-WOLF!
AND THE HAPLESS WAITRESS'S REACTION IS STRONG AND IMMEDIATE:
BRIEFLY: SHE SCREAMS!
EEEEEEEE
LIKE THE BEAST HE RESEMBLES, THE MAN-WOLF FLEES THROUGH THE NIGHT... A GAUNT, HAUNTED FIGURE PADDING THROUGH THE GUTTERS AND BACK-ALLEYS OF THE CITY...
BUT, UNLIKE THAT BEAST, THE MAN-WOLF'S FLIGHT SEEMS TO HAVE A GOAL...
IN FACT, HE SEEMS UNCANNILY DRAWN THROUGH THE DARKNESS... DOWN ONE STREET, ACROSS AN AVENUE... UP A DESERTED LANE...
UNTIL, AT LAST, HE COMES HERE...
HERE... TO A ANCIENT BUILDING IN MANHATTAN'S WEST SIDE WAREHOUSE DISTRICT... A LONELY SENTINEL OVERLOOKING THE WATERFRONT, BUT SCANT YARDS FROM THE HUDSON RIVER...
HE ENTERS, PAUSES, SNIFFS. THE SCENT IS STRANGE...
STRANGER STILL IS THAT WHICH BROUGHT HIM HERE...
FOR, THE MAN-WOLF DOESN'T KNOW WHY HE'S COME TO THIS PLACE... IT'S AS THOUGH SOME ALIEN POWER HAS SUMMONED HIM... AND THIS MAKES THE MAN-WOLF ANGRY...
AND, ANGRY, HE TURNS AS HE SCENTS SOMETHING BEHIND HIM...
SOMETHING... OR SOMEONE!
CLIK!
WELCOME, JOHN JAMESON.
DON'T LOOK BEHIND YOU, FOR I'M NO LONGER THERE...


RATHER... I'M HERE.
CONFUSED? EXCELLENT. THAT'S PRECISELY THE WAY I WANT YOU, MY FRIEND...
NOW... GLANCE ABOVE YOU, MAN-WOLF...
GLANCE ABOVE... AND MEET YOUR MASTER!
RRRRRGH
TOGETHER WE WILL MAKE A FORMIDABLE TEAM, MY LUPINE FRIEND!
YOU, THE MENACING MAN-WOLF... AND I, MICHAEL MORBIUS...
THE LIVING VAMPIRE!
AND IF YOU HAVEN'T GUESSED BY NOW, THE TITLE OF THIS CHAPTER HAS GOT TO BE:
DUEL OF THE DEMON DUO!
(OR SOMETHING A GOOD DEAL LIKE IT!)
RRRGGH!
CHAPTER 2


FOR SEVERAL MOMENTS, NOTHING HAPPENS; THE MAN-WOLF STANDS STARING, A LOW GROWL RUMBLING IN HIS THROAT. THEN, SUDDENLY.. HE LUNGES, THE GROWL A ROARING SNARL, HIS FANGS FLASHING IN THE YELLOW LIGHT..
RRRGHH!
IT'S AN ATTACK EASILY AVOIDED--
--THOUGH NOT WITHOUT RESULTS!
SO. APPARENTLY MY CONTROL IS NOT ABSOLUTE.
VERY WELL, MAN-WOLF--I'LL STRENGTHEN THAT CONTROL--
--AND LOCK YOU MORE FIRMLY TO MY WILL--TILL YOU HAVE NO CHOICE BUT TO AID ME IN MY QUEST!
AGAIN, THE MAN-WOLF LUNGES, AND AGAIN, MORBIUS AVOIDS THAT LUNGE, HIS BODY ALMOST FLOATING AWAY, HIS WEIGHT NEGLIGIBLE BECAUSE OF HIS HOLLOW BONES--
RRAGHH
THAK!
--WHICH ALLOWS HIM TO SWING BEHIND THE UNWARY BEAST--AND STRIKE WITH A FORCE DENIED NORMAL MEN!
NOW, JOHN JAMESON... YOU AND YOUR ACCURSED MOON-STONE WILL BE REUNITED...
AND THEN WE SHALL SEE WHO COMMANDS... AND WHO OBEYS.
FOR, WITH THAT STONE AROUND YOUR HAIRY NECK ONCE MORE-- AND ITS RADIATION WEAKENING THE VERY FABRIC OF YOUR SOUL--
--THERE WILL BE TIME, AT LAST, FOR OTHER THINGS--!

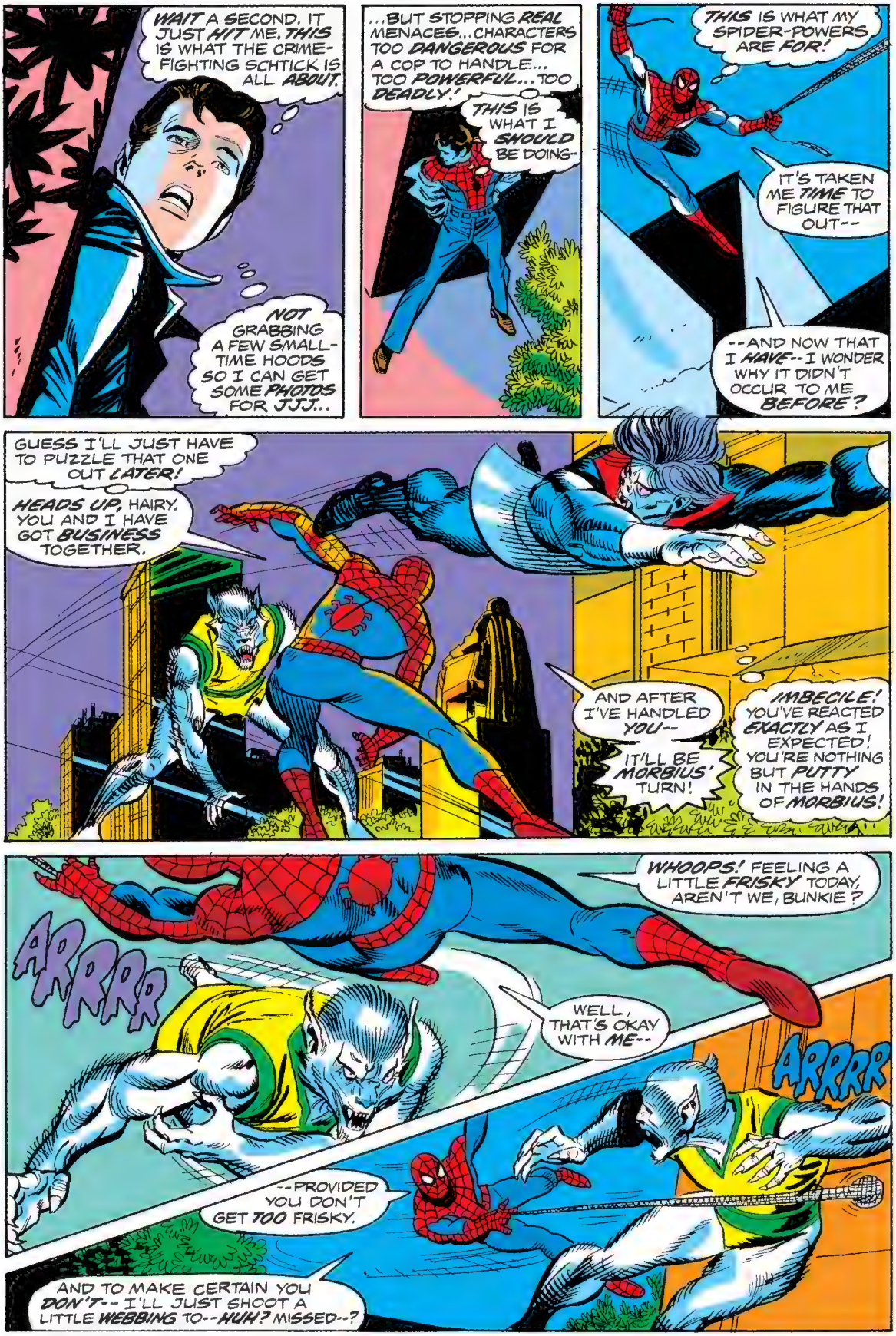

AARRRR!
SWAK!
I'VE MISJUDGED YOU, MAN-WOLF, YOU RECOVERED MORE QUICKLY THAN I'D EXPECTED.
STILL, IF MY MASTERY OVER YOU IS TO BE COMPLETE, THERE IS SOMETHING I MUST DO--
--AND DO IT I SHALL, FIRST BY PUTTING DISTANCE BETWEEN US--
--THEN BY CLOSING THAT DISTANCE, BEFORE YOUR WOLF'S BRAIN CAN REACT--
ARRAR!
--AND THUS STRIKING--
--AS ONLY MORBIUS CAN!
DONE.
YOUR BLOOD IS MINE, MAN-WOLF...
...AND SO, FOR THE NEXT FEW HOURS YOU'LL SLEEP... AND WHEN YOU WAKE THIS NEXT EVENING, YOUR MIND WILL NO LONGER BE YOUR OWN... YOUR WILL, NO LONGER IN YOUR CONTROL.
YOU SHALL BE MINE, JOHN JAMESON.
AND WITH YOUR UNWITTING AID... MORBIUS WILL SUCCEED IN THIS, HIS MOST CONSIDERED PLAN!

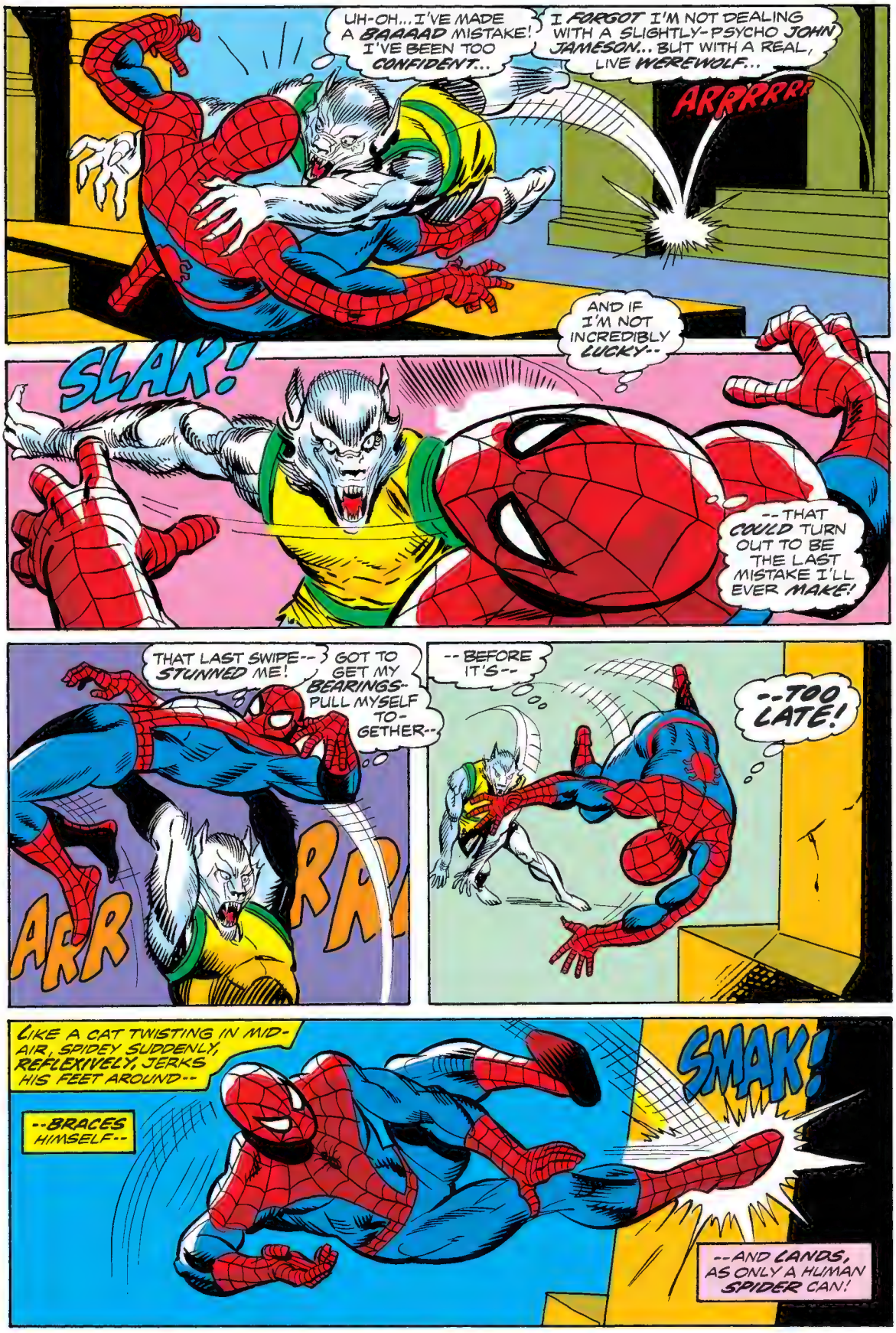

WE'LL HAVE TO WAIT A WHILE TO LEARN JUST WHAT THAT PLAN IS; RIGHT NOW, THERE'S A MEMBER OF OUR CAST WE SHOULD CATCH UP ON, MOVING AHEAD TO THE FOLLOWING MORNING...
OUR VERY OWN FAVORITE WEB-SLINGER-CUM-PART-TIME-PHOTOGRAPHER...
...AND FULL-TIME COLLEGE STUDENT...
PETER PARKER!
SO, MORBIUS IS BACK IN TOWN, IS HE? THAT'S TERRIFIC. THIS SEEMS TO BE MY WEEK FOR RETURNED BADDIES, WHAT WITH THE MOLTEN MAN AND DOC OCK...
IT'S ENOUGH TO GET A FELLA DOWN!
AND ON TOP OF ALL THAT, THERE'S THIS OTHER THING--WHAT THAT CROOK I CAUGHT LAST NIGHT SAID TO ME:
DO I PLAY SPIDER-MAN FOR THRILLS? IS THAT ALL IT MEANS?
IF IT IS ...THEN I'M ONE VERY SICK SUPER-HERO!
ABRUPTLY, PETER'S PONDERINGS ARE INTERRUPTED, AS...
HEY, PETE--WHAT'S HAPPENING?
WE'VE BEEN SCOUTING THE CAMPUS FOR YOU FOR HOURS, HANDSOME.
GOT A MOMENT FOR YOUR PALS?
NOT RIGHT NOW, MARY JANE.
I'M LATE FOR PROFESSOR THOMPSON'S CLASS AS IT IS.
HUH? HEY, TIGER--ARE YOU IN A CLOUD OR SOMETHING?
YOU'VE GOT HIS CLASS ON MONDAYS... AND TODAY'S TUESDAY--OR HAVE I BEEN MISSING SOMETHING?
SORRY, MJ... GUESS I AM A LITTLE WIPED OUT.
IT'S JUST THAT I'VE GOT A FEW THINGS ON MY MIND... SOMETHING I'VE GOT TO MAKE SENSE OF, FOR MYSELF, OKAY?
SURE, HANDSOME.
WE JUST WANTED TO KNOW IF YOU WERE DOING ANYTHING THIS WEEKEND.
NO PLANS. WHY?
WE WERE FIGURING ON A BUNCH OF US GOING OUT TOGETHER.
OKAY BY YOU, PARKER?
NO SWEAT, FLASH.
FUN'S MY MIDDLE NAME.
THERE GOES ONE VERY STRANGE COLLEGE STUDENT, MISS WATSON.
I NEVER UNDERSTOOD WHAT YOU SEE IN HIM.
WHAT'S TO SEE, FLASH?
HE'S JUST YOUR NORMAL NICE GUY, THAT'S ALL. I THINK...

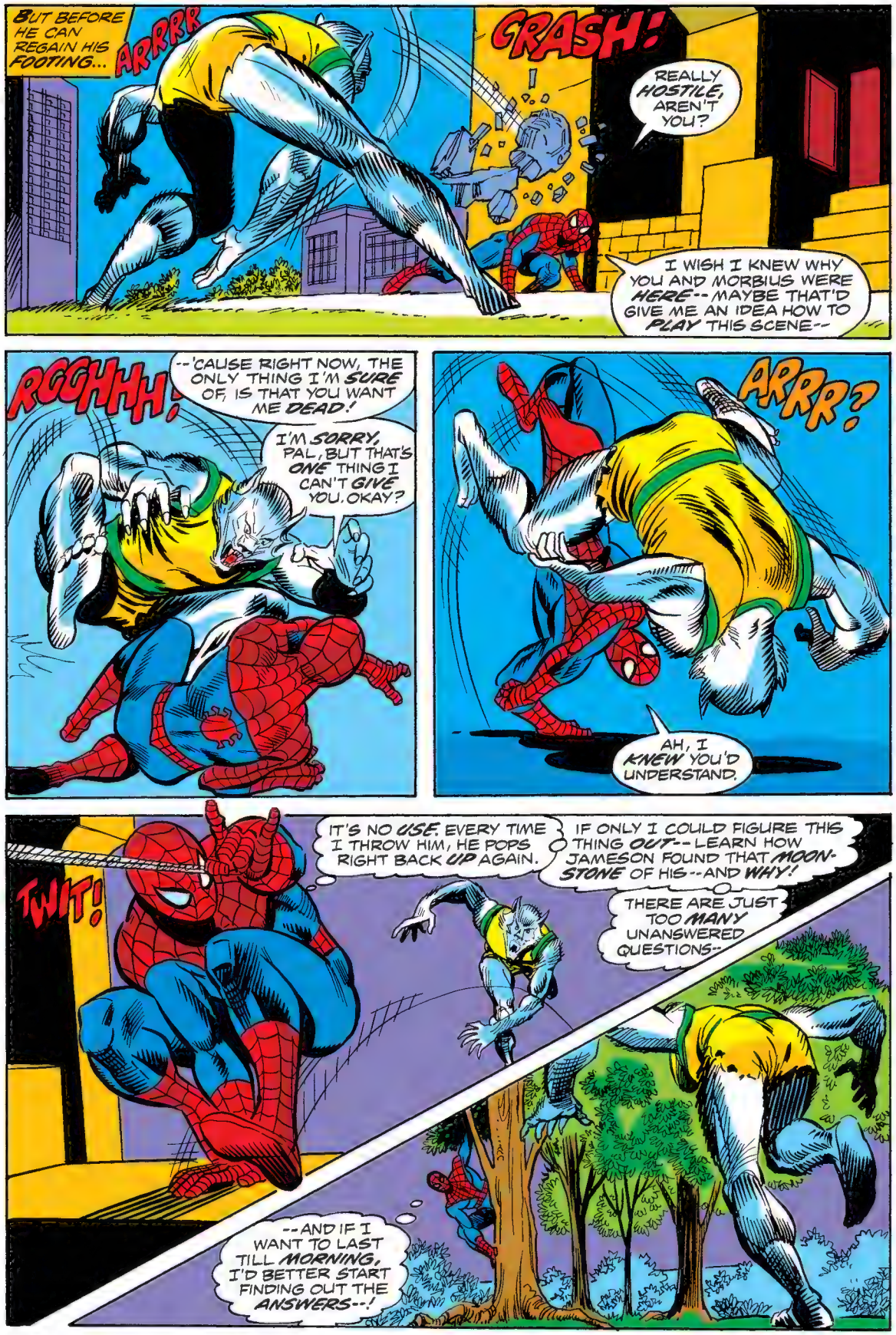
SUNSET: AND AS THIS DAY, TOO, SLIDES INTO A DAMP MANHATTAN EVENING, WE RETURN TO THE WEST SIDE WAREHOUSE WE ENCOUNTERED EARLIER...
...WHERE WE FIND THINGS MORE OR LESS UNCHANGED..
...SINCE MICHAEL MORBIUS IS NOT WHAT ONE WOULD CALL A DAYTIME PERSON...
AWAKE AT LAST, EH, JOHN JAMESON?
GOOD. IT'S TIME WE TALKED.
YOU-- YOU KNOW MY NAME? HOW--?
COME, COME, MY FRIEND-- I'M NOT AN IDIOT.
IT WAS A SMALL MATTER TO DEDUCE THE FACTS OF YOUR CASE FROM THE EVIDENCE AT HAND. I KNOW EVERYTHING-- WHICH IS WHY I'VE PROVIDED YOU WITH YOUR PROTECTIVE UNIFORM, TO SHIELD THE MOON'S MORE POTENT RAYS.
YOU MUST HAVE STOLEN IT FROM MY APARTMENT.
BUT THE MOON-STONE...
WHERE COULD YOU HAVE GOTTEN THAT?
THAT WAS SIMPLICITY ITSELF, DEAR BOY.
AS I SAY, I DIAGNOSED YOUR PROBLEM AT ONCE--
"--THAT FIRST DAY WHEN I READ OF YOUR...ACCIDENT... IN YOUR FATHER'S NEWS-PAPER, I WAS IN THE SOUTH AT THE TIME...
DAILY BU
PUBLISHER'S SON ATTACKED BY WOLF-CREA
"...BUT I CAME NORTH IMMEDIATELY. I'M A SCIENTIST, JAMESON; I RECOGNIZED THE SYMPTOMS OF YOUR AFFLICTION, A THEORETICAL DISEASE DISMISSED BY THE ORTHODOX FOOLS WHO CALL THEMSELVES DOCTORS.
"I FOUND A DRUNKEN SOT WHO'D WITNESSED YOUR BATTLE WITH SPIDER-MAN...
"HE TOLD ME HOW THE WALL-CRAWLER HAD TORN OFF THE GEM AROUND YOUR NECK, AND THROWN IT INTO THE EAST RIVER.
"FINDING IT WAS THE ONE BIT OF LUCK IN THE ENTIRE OPERATION..."

...BUT USING IT, WAS NOT. I FOLLOWED YOU, JOHN. EVERYWHERE YOU WENT I WAS BUT A STEP BEHIND YOU WITH THE MOON-STONE.
...UNTIL AT LAST YOU TRANS-FORMED... TO BECOME MY SLAVE!
ITS RADIATION AFFECTED YOU, SLOWLY BUT SURELY...
BUT, WHY, MORBIUS? WHY'D YOU DO THIS TO ME?
FOR A MOST SELFISH REASON, I ADMIT.
TO SAVE MY LIFE.
YOUR LIFE? WHAT ABOUT MINE, MORBIUS?
DON'T YOU REALIZE WHAT YOU'VE DONE?
YOU'VE DOOMED ME...THESE BITES, THIS COLLAR...
NECESSARY, JAMESON. WE ARE BOTH AFFLICTED, YOU AND I... BUT MINE IS THE MORE HORRIBLE AFFLICTION.
YOU CAN NEVER KNOW THE NIGHT-MARE OF BEING A VAMPIRE, MY FRIEND..
IT'S A NIGHT-MARE I MUST END-- OR GO MAD!
I'VE GOT ANOTHER NIGHTMARE FOR YOU, MORBIUS.
THE CHANGE-- IT'S--IT'S BEGINNING--NOW!
SO IT DOES.
AND AS THE MOON LIFTS OVER THE NEW YORK SKYLINE...
AROOOOK
...JOHN JAMESON EXPERIENCES ANEW HIS TERRIBLE METAMORPHOSIS.. INTO THE MAN-WOLF!
AND WHEN THE MOMENT IS PAST...
COME, MAN-WOLF. WE LEAVE NOW, EACH TO ATTEND OUR SEPARATE TASK.
THERE IS A COLLEGE CAMPUS WE MUST VISIT--
--WHERE WE WILL HAVE OUR MEETING--WITH DESTINY!
THAT'S ALL FOR PART TWO, FOLKS. FOR THE THIRD CHAPTER OF STORY, KINDLY FLIP TO THE FOLLOWING PAGE

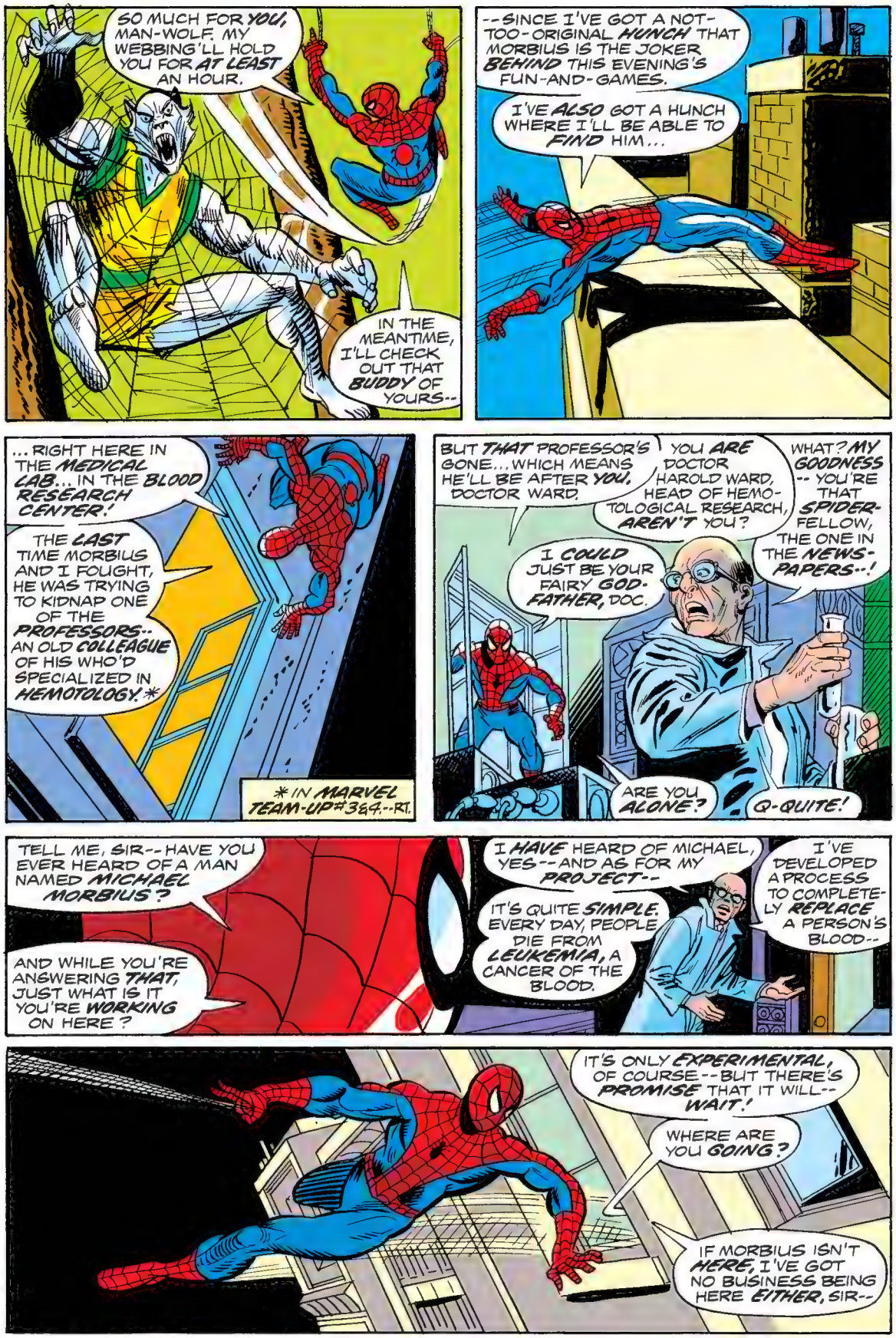
IT'S BEEN A LONG DAY FOR PETER PARKER.
AND THOUGH THE DAY'S NOW OVER--
--OUR HARRIED HERO'S DUTIES, SADLY, ARE NOT.
HAVEN'T BEEN ABLE TO GET MY MIND OFF MORBIUS SINCE LAST NIGHT.
I KEEP WONDERING-- WHY HAS HE COME BACK TO NEW YORK?
IT DOESN'T MAKE ANY SENSE. I BEAT HIM TO A STANDSTILL THE LAST TIME WE--
OH, NO! NO!
WHEN STRIKES THE VAMPIRE!
CHAPTER 3
IT'S MORBIUS-- AND THE MAN-WOLF! I DON'T KNOW HOW-- OR WHY-- BUT THEY'RE A TEAM!
BUT-- WHAT DO THEY WANT HERE? AND HOW CAN I STOP THEM FROM GETTING IT?
MR. PARKER... IT LOOKS LIKE IT'S GOING TO BE ONE OF THOSE LONNNNNG NIGHTS!

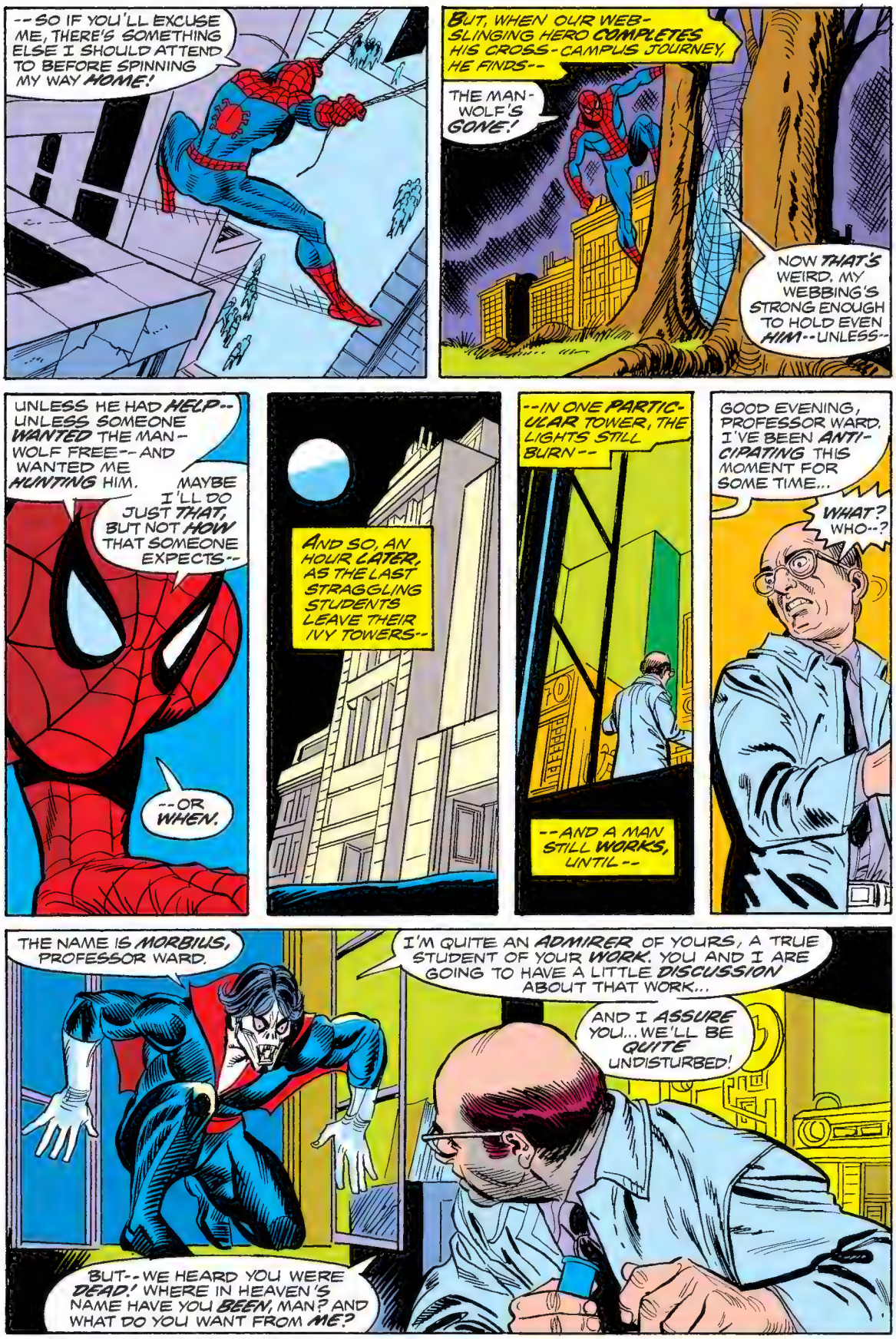

WAIT A SECOND. IT JUST HIT ME. THIS IS WHAT THE CRIME-FIGHTING SCHTICK IS ALL ABOUT.
NOT GRABBING A FEW SMALL-TIME HOODS SO I CAN GET SOME PHOTOS FOR JJJ...
...BUT STOPPING REAL MENACES...CHARACTERS TOO DANGEROUS FOR A COP TO HANDLE... TOO POWERFUL...TOO DEADLY!
THIS IS WHAT I SHOULD BE DOING--
THIS IS WHAT MY SPIDER-POWERS ARE FOR!
IT'S TAKEN ME TIME TO FIGURE THAT OUT--
--AND NOW THAT I HAVE--I WONDER WHY IT DIDN'T OCCUR TO ME BEFORE?
GUESS I'LL JUST HAVE TO PUZZLE THAT ONE OUT LATER!
HEADS UP, HAIRY. YOU AND I HAVE GOT BUSINESS TOGETHER.
AND AFTER I'VE HANDLED YOU--
IT'LL BE MORBIUS' TURN!
IMBECILE! YOU'VE REACTED EXACTLY AS I EXPECTED! YOU'RE NOTHING BUT PUTTY IN THE HANDS OF MORBIUS!
WHOOPS! FEELING A LITTLE FRISKY TODAY, AREN'T WE, BUNKIE?
ARRRR
WELL, THAT'S OKAY WITH ME--
ARRRR
--PROVIDED YOU DON'T GET TOO FRISKY.
AND TO MAKE CERTAIN YOU DON'T-- I'LL JUST SHOOT A LITTLE WEBBING TO--HUH? MISSED--?

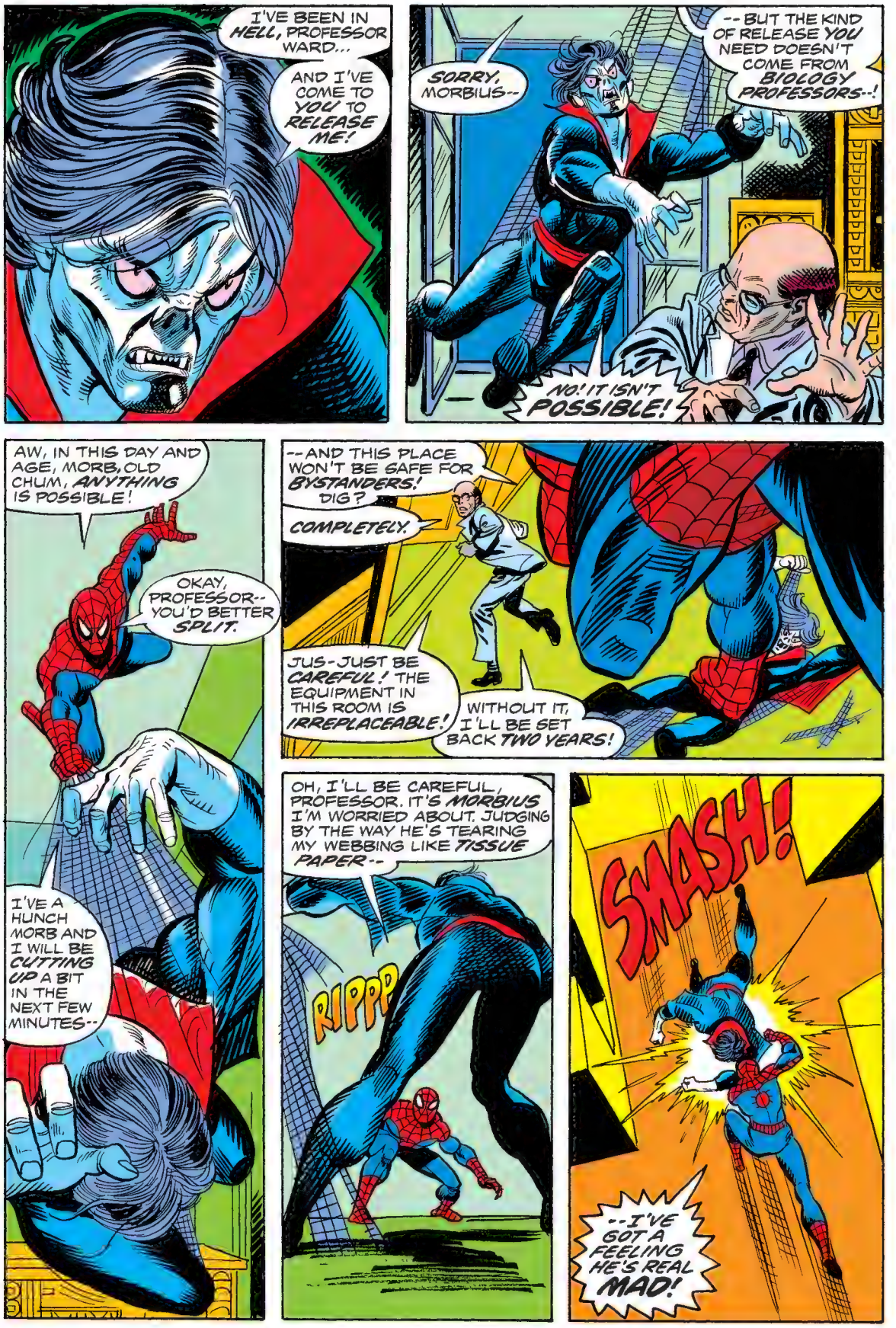

UH-OH... I'VE MADE A BAAAAD MISTAKE! I'VE BEEN TOO CONFIDENT..
I FORGOT I'M NOT DEALING WITH A SLIGHTLY-PSYCHO JOHN JAMESON... BUT WITH A REAL, LIVE WEREWOLF...
ARRRRRR
AND IF I'M NOT INCREDIBLY LUCKY--
SLAK!
--THAT COULD TURN OUT TO BE THE LAST MISTAKE I'LL EVER MAKE!
THAT LAST SWIPE-- STUNNED ME!
GOT TO GET MY BEARINGS-- PULL MYSELF TO-GETHER--
ARR
RR
-- BEFORE IT'S--
--TOO LATE!
LIKE A CAT TWISTING IN MID-AIR, SPIDEY SUDDENLY, REFLEXIVELY, JERKS HIS FEET AROUND--
--BRACES HIMSELF--
SMAK!
--AND LANDS, AS ONLY A HUMAN SPIDER CAN!

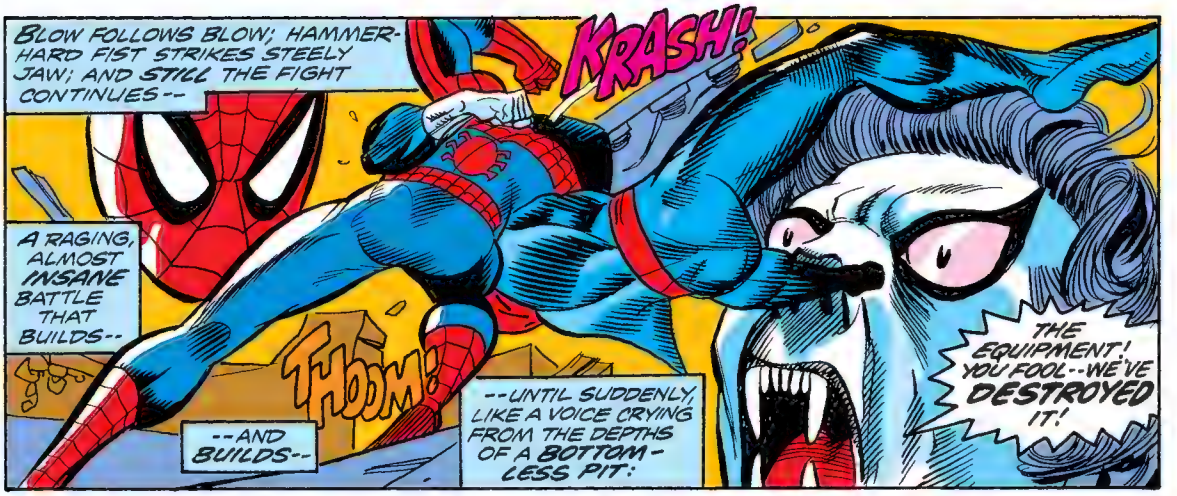

BUT BEFORE HE CAN REGAIN HIS FOOTING...
ARRRR
CRASH!
REALLY HOSTILE, AREN'T YOU?
I WISH I KNEW WHY YOU AND MORBIUS WERE HERE--MAYBE THAT'D GIVE ME AN IDEA HOW TO PLAY THIS SCENE--
RGGHHH!
--'CAUSE RIGHT NOW, THE ONLY THING I'M SURE OF, IS THAT YOU WANT ME DEAD!
I'M SORRY, PAL, BUT THAT'S ONE THING I CAN'T GIVE YOU. OKAY?
ARRR?
AH, I KNEW YOU'D UNDERSTAND.
TWIT!
IT'S NO USE. EVERY TIME I THROW HIM, HE POPS RIGHT BACK UP AGAIN.
IF ONLY I COULD FIGURE THIS THING OUT--LEARN HOW JAMESON FOUND THAT MOON-STONE OF HIS--AND WHY!
THERE ARE JUST TOO MANY UNANSWERED QUESTIONS--
--AND IF I WANT TO LAST TILL MORNING, I'D BETTER START FINDING OUT THE ANSWERS--!

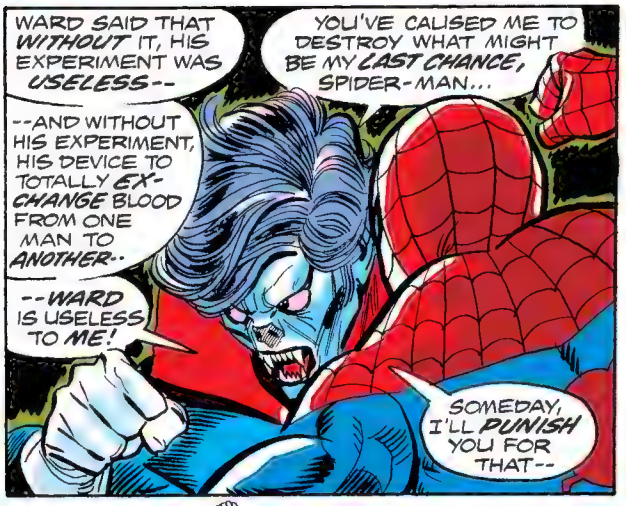
YOO-HOO, HANDSOME-- OVER HERE.
WHAT'SA'MATTER, DON'T YOU WANT TO PLAY ANYMORE?
THAT'S THE BOY.
KEEP LEAPING BEFORE YOU LOOK, AND THIS MESS WILL BE OVER IN NO TIME!
ARRRRR!
ARRRR?
FOR AN INSTANT, THE MAN-WOLF FREEZES. SUDDENLY, HE'S ALONE IN THE CLEARING--
ALONE-- YET NOT ALONE, FOR HIS SENSITIVE NOSTRILS SCENT HIS FOE, SO VERY NEAR HIM-- YET SEEMINGLY INVISIBLE.
SLOWLY, THE MAN-WOLF'S RAGE BUILDS; AND THEN, ABRUPTLY--
SO THERE YOU ARE! I WAS WORRIED I'D LOST YOU.
HAD ENOUGH, BUNKIE?
OR ARE YOU READY FOR SOMETHING REALLY STICKY?
ARRRRR
I THOUGHT SO. COME RIGHT AHEAD, WOLFIE--
--HAVE I GOT A SURPRISE FOR YOU!
HOWHL

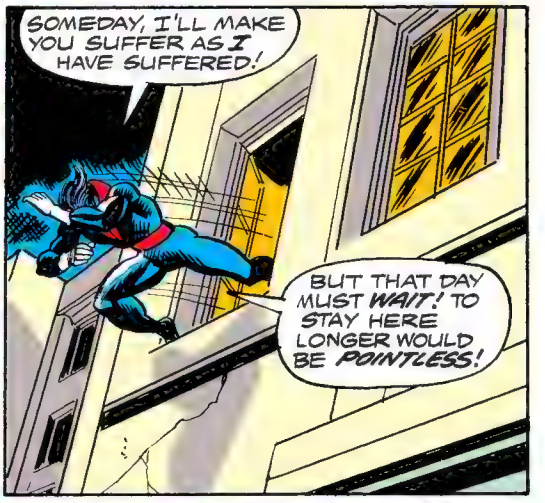

SO MUCH FOR YOU, MAN-WOLF. MY WEBBING'LL HOLD YOU FOR AT LEAST AN HOUR.
IN THE MEANTIME, I'LL CHECK OUT THAT BUDDY OF YOURS--
--SINCE I'VE GOT A NOT-TOO-ORIGINAL HUNCH THAT MORBIUS IS THE JOKER BEHIND THIS EVENING'S FUN-AND-GAMES.
I'VE ALSO GOT A HUNCH WHERE I'LL BE ABLE TO FIND HIM...
...RIGHT HERE IN THE MEDICAL LAB... IN THE BLOOD RESEARCH CENTER!
THE LAST TIME MORBIUS AND I FOUGHT, HE WAS TRYING TO KIDNAP ONE OF THE PROFESSORS-- AN OLD COLLEAGUE OF HIS WHO'D SPECIALIZED IN HEMOTOLOGY.*
*IN MARVEL TEAM-UP #3&4.--RT.
BUT THAT PROFESSOR'S GONE... WHICH MEANS HE'LL BE AFTER YOU, DOCTOR WARD.
YOU ARE DOCTOR HAROLD WARD, HEAD OF HEMO-TOLOGICAL RESEARCH, AREN'T YOU?
WHAT? MY GOODNESS -- YOU'RE THAT SPIDER-FELLOW, THE ONE IN THE NEWS-PAPERS--!
I COULD JUST BE YOUR FAIRY GOD-FATHER, DOC.
ARE YOU ALONE?
Q-QUITE!
TELL ME, SIR-- HAVE YOU EVER HEARD OF A MAN NAMED MICHAEL MORBIUS?
AND WHILE YOU'RE ANSWERING THAT, JUST WHAT IS IT YOU'RE WORKING ON HERE?
I HAVE HEARD OF MICHAEL, YES-- AND AS FOR MY PROJECT--
IT'S QUITE SIMPLE. EVERY DAY, PEOPLE DIE FROM LEUKEMIA, A CANCER OF THE BLOOD.
I'VE DEVELOPED A PROCESS TO COMPLETE-LY REPLACE A PERSON'S BLOOD--
IT'S ONLY EXPERIMENTAL, OF COURSE-- BUT THERE'S PROMISE THAT IT WILL-- WAIT!
WHERE ARE YOU GOING?
IF MORBIUS ISN'T HERE, I'VE GOT NO BUSINESS BEING HERE EITHER, SIR--


--SO IF YOU'LL EXCUSE ME, THERE'S SOMETHING ELSE I SHOULD ATTEND TO BEFORE SPINNING MY WAY HOME!
BUT, WHEN OUR WEB-SLINGING HERO COMPLETES HIS CROSS-CAMPUS JOURNEY, HE FINDS--
THE MAN-WOLF'S GONE!
NOW THAT'S WEIRD. MY WEBBING'S STRONG ENOUGH TO HOLD EVEN HIM--UNLESS--
UNLESS HE HAD HELP--UNLESS SOMEONE WANTED THE MAN-WOLF FREE--AND WANTED ME HUNTING HIM.
MAYBE I'LL DO JUST THAT, BUT NOT HOW THAT SOMEONE EXPECTS--
--OR WHEN.
AND SO, AN HOUR LATER, AS THE LAST STRAGGLING STUDENTS LEAVE THEIR IVY TOWERS--
--IN ONE PARTICULAR TOWER, THE LIGHTS STILL BURN--
--AND A MAN STILL WORKS, UNTIL--
GOOD EVENING, PROFESSOR WARD. I'VE BEEN ANTICIPATING THIS MOMENT FOR SOME TIME...
WHAT? WHO--?
THE NAME IS MORBIUS, PROFESSOR WARD.
I'M QUITE AN ADMIRER OF YOURS, A TRUE STUDENT OF YOUR WORK. YOU AND I ARE GOING TO HAVE A LITTLE DISCUSSION ABOUT THAT WORK...
AND I ASSURE YOU...WE'LL BE QUITE UNDISTURBED!
BUT--WE HEARD YOU WERE DEAD! WHERE IN HEAVEN'S NAME HAVE YOU BEEN, MAN? AND WHAT DO YOU WANT FROM ME?

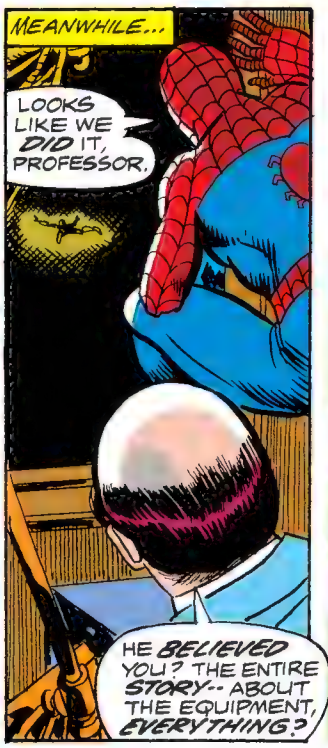

I'VE BEEN IN HELL, PROFESSOR WARD...
AND I'VE COME TO YOU TO RELEASE ME!
SORRY, MORBIUS--
--BUT THE KIND OF RELEASE YOU NEED DOESN'T COME FROM BIOLOGY PROFESSORS--!
NO! IT ISN'T POSSIBLE!
AW, IN THIS DAY AND AGE, MORB, OLD CHUM, ANYTHING IS POSSIBLE!
OKAY, PROFESSOR-- YOU'D BETTER SPLIT.
I'VE A HUNCH MORB AND I WILL BE CUTTING UP A BIT IN THE NEXT FEW MINUTES--
--AND THIS PLACE WON'T BE SAFE FOR BYSTANDERS! DIG?
COMPLETELY.
JUS-JUST BE CAREFUL! THE EQUIPMENT IN THIS ROOM IS IRREPLACEABLE!
WITHOUT IT, I'LL BE SET BACK TWO YEARS!
OH, I'LL BE CAREFUL, PROFESSOR. IT'S MORBIUS I'M WORRIED ABOUT. JUDGING BY THE WAY HE'S TEARING MY WEBBING LIKE TISSUE PAPER--
RIPPP
SMASH!
--I'VE GOT A FEELING HE'S REAL MAD!


BLOW FOLLOWS BLOW; HAMMER-HARD FIST STRIKES STEELY JAW; AND STILL THE FIGHT CONTINUES--
KRASH!
A RAGING, ALMOST INSANE BATTLE THAT BUILDS--
THOOM!
--AND BUILDS--
--UNTIL SUDDENLY, LIKE A VOICE CRYING FROM THE DEPTHS OF A BOTTOM-LESS PIT:
THE EQUIPMENT! YOU FOOL--WE'VE DESTROYED IT!


WARD SAID THAT WITHOUT IT, HIS EXPERIMENT WAS USELESS--
--AND WITHOUT HIS EXPERIMENT, HIS DEVICE TO TOTALLY EX-CHANGE BLOOD FROM ONE MAN TO ANOTHER--
--WARD IS USELESS TO ME!
YOU'VE CAUSED ME TO DESTROY WHAT MIGHT BE MY LAST CHANCE, SPIDER-MAN...
SOMEDAY, I'LL PUNISH YOU FOR THAT--


SOMEDAY, I'LL MAKE YOU SUFFER AS I HAVE SUFFERED!
BUT THAT DAY MUST WAIT! TO STAY HERE LONGER WOULD BE POINTLESS!

YOU'VE WON THIS ROUND, WEB-SLINGER, DESPITE MY PLAN, DESPITE MY MOST CARE-FUL PRECAUTIONS TO DISTRACT YOU!
NEXT TIME, YOU MAY NOT BE SO LUCKY.
NEXT TIME--YOUR OPPOSI-TION COULD COST YOU--
--YOUR SOUL!


MEANWHILE...
LOOKS LIKE WE DID IT, PROFESSOR.
HE BELIEVED YOU? THE ENTIRE STORY--ABOUT THE EQUIPMENT, EVERYTHING?

YEP.
WITH ANY LUCK, HE'LL NEVER FIND OUT ABOUT OUR LITTLE LIE--THAT THE STUFF WE SMASHED UP WAS ONLY THE SPARE PARTS OF YOUR DEVICE.
KEEP IT UNDER YOUR HAT A WHILE, PROFESSOR.
I UNDER-STAND, MY FRIEND.
GOD GO WITH YOU.
AND WITH YOU, PROFESSOR, YOU'RE ALL RIGHT.

EPILOGUE: A HALF HOUR LATER, AND IN ANOTHER PART OF THE CITY, THE DAILY BUGLE'S PENURIOUS PUBLISHER RECEIVES AN UNEXPECTED VISITOR, AS...
HIYA, JJJ. MIND IF I DROP IN?
SPIDER-MAN! YOU'VE GOT A LOT OF NERVE, COMING HERE!
IT DID TAKE GUTS, I'VE GOT TO ADMIT.
I'M LOOKING FOR YOUR SON, JAMESON. I'VE GOT REASON TO BELIEVE HE'S TURNED INTO THE MAN-WOLF AGAIN.
--YOU CAN TAKE YOUR REASONS AND YOUR BELIEFS, AND YOU CAN GET OUT OF HERE.
LISTEN TO ME, YOU WALL-CRAWLING PUBLIC MENACE--
JOHN'S BEEN WITH ME ALL NIGHT...! WHAT DO YOU SAY TO THAT, PUNK?
ONLY THIS, JAMESON:
EITHER I'VE MADE A TERRIBLE MISTAKE, AND I'M SORRY--
--OR YOU'RE A BIGGER FOOL THAN I EVER THOUGHT YOU WERE-- AND YOU'RE THE ONE WHO'S GOING TO BE SORRY.
YOU-- AND YOUR SON.
J. JONAH JAMESON DOESN'T ANSWER; HE SIMPLY STARES, WAITING FOR SPIDER-MAN TO VANISH FROM VIEW...
...AND THEN HE WALKS SOFTLY TO A LOCKED DOOR, OPENS IT, AND ENTERS A DARKENED ROOM.
HE'S GONE, JOHN. ARE YOU ALL RIGHT?
JOHN JAMESON REMAINS SILENT, SLEEPING THE SLEEP OF THE DAMNED. FOR NOW, THE MOON IS DOWN. FOR TODAY, HIS CURSE IS OVER.
BUT TOMORROW...?
HEAVEN HELP THEM BOTH... WHAT ABOUT TOMORROW...?
EPILOGUE 2: A WEEK LATER...
PETER? ABOUT THAT AWARD. I'M SORRY, BUT IT SEEMS MY CONGRATULATIONS WERE PREMATURE.
FORGET IT, ROBBIE. IT'S NOT IMPORTANT.
I'VE GOT ENOUGH TO BE HAPPY ABOUT.
'CAUSE YOU SEE, I'M BEGINNING TO REALIZE-- NEXT TO SOME PEOPLE'S PROBLEMS--
--MY LIFE IS CHARMED--
--A REGULAR PICNIC, IF YOU KNOW WHAT I MEAN.
TUNE IN AGAIN NEXT ISSUE, GANG, WHEN WE FEATURE A WAY-OUT THRILLER WE CALL-- "THE NIGHT THEY TORE OLD NEW YORK DOWN!" SEE YOU THEN, FRANTIC ONES!

SPIDER-MAN
MARVEL COMICS GROUP™
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133
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the AMAZING SPIDER-MAN®
I MAY BE DYING, WALL-CRAWLER-- CONSUMED BY MY OWN BODY HEAT!
--BUT I'M GONNA TAKE YOU WITH ME!!
THIS IS IT!
THE BATTLE TO THE FINISH WITH THE MOLTEN MAN!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

GERRY CONWAY WRITER * ROSS ANDRU ARTIST * F. GIACOIA & D. HUNT INKERS * ARTIE SIMEK, LETTERER P. GOLDBERG, COLORIST * ROY THOMAS EDITOR

THE MOLTEN MAN BREAKS OUT!
EVERYBODY FREEZE!
NOBODY MOVES A MUSCLE--NOBODY BLINKS AN EYE--TILL I GET WHAT I'VE COME FOR:
THAT CREEP FROM THE DAILY BUGLE--THE REPORTER NAMED NED LEEDS!
BEGINNING: PART TWO: OF ONE OF THE MOST SENSATIONAL SPIDEY-EPICS OF ALL-TIME!

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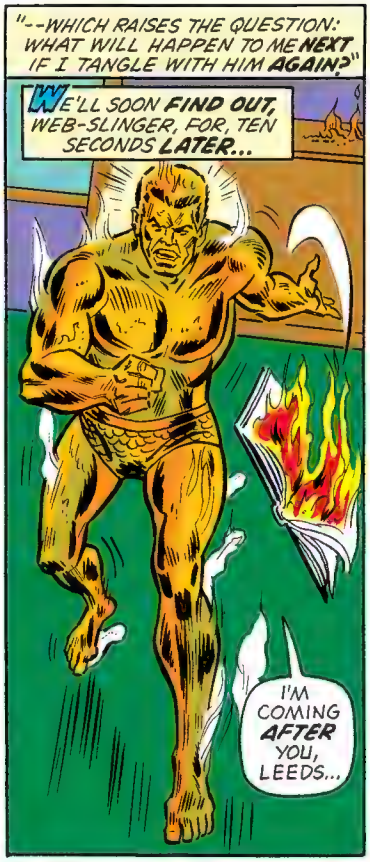
WHATSAMATTER, YA DON'T UNDERSTAND ENGLISH? I SAID DON'T MOVE!
A WISE GUY, HUH? I'VE GOT WAYS TO HANDLE WISE GUYS, DOC--
--MOST OF THEM UNPLEASANT!
HUH.? NOW WHAT--?
ARE YOU SOME KINDA HERO...
THUMP!
DOES THIS HOSPITAL PAY YOU TO ACT STUPID--
--OR IS IT JUST SOMETHING YOU DO ON YOUR OWN.?
WAK!
HEY YOU, NURSE... YEAH, YOU, LADY. WHERE'S YOUR REGISTRY OF PATIENTS?
BETTER ANSWER ME, SISTER, I WON'T ASK TWICE.
I-IT'S THERE-- ON THE COUNTER--!
NICE GOING, SISTER. YOU SAVED US BOTH A BIT OF TROUBLE.
SO LEEDS IS IN THE EMERGENCY WARD, IS HE.? THAT SUITS ME.
AFTER I GET THROUGH WITH HIM, HE'S GOING TO NEED A DOCTOR--
--MAYBE FOR THE REST OF HIS LIFE!
IF YOU'RE WONDERING WHAT'S GOING ON, YOU'RE NOT ALONE, FRANTIC ONE; AT THIS VERY MOMENT, SEVERAL HUNDRED YARDS AWAY, IN A WING OF THE HOSPITAL BUILDING...
THE YOUNG MAN WHO BROUGHT IN THAT REPORTER... HE'S COLLAPSED... HAVING A FIT OF SOME KIND!
I'D BETTER LOOSEN HIS SHIRT....!

BUT, BEFORE THE WELL-MEANING INTERN CAN ACT...
EEEEEE
WHAT ON EARTH...? A SCREAM, FROM THE ADMITTANCE ROOM?
THERE MUST BE TROUBLE...

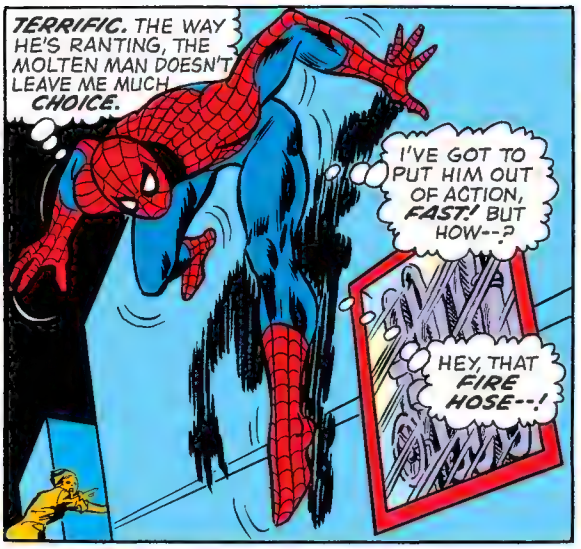
SOMETIMES THESE EMERGENCY CASES CAN GET HYSTERICAL; I'LL SEND SOMEONE BACK FOR THIS BOY--
THIS OTHER MATTER IS MUCH MORE IMPORTANT!
TALK ABOUT LUCK; ANOTHER MOMENT AND "THIS BOY'S" SECRET WOULD'VE BEEN REVEALED--

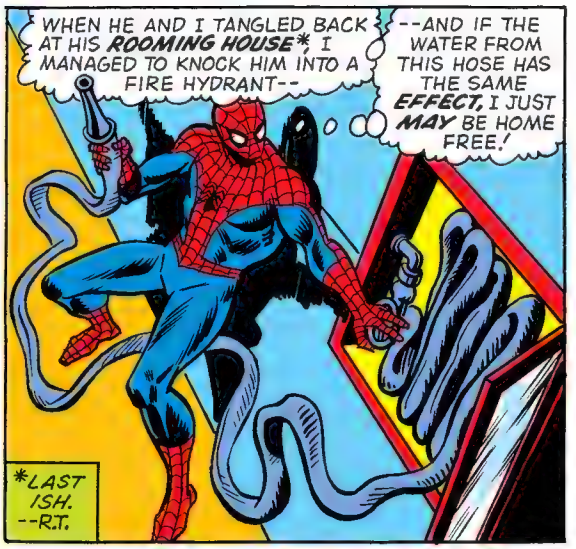
--AND THE YOUNG INTERN WOULD HAVE LEARNED THAT PETER PARKER IS-- SPIDER-MAN!
STILL DIZZY-- BUT I CAN MOVE NOW--!
GOT TO GET OUT OF SIGHT--
--SWITCH TO SPIDEY-- FIND OUT WHAT ALL THE COMMOTION IS--!

I'VE GOT A HUNCH IT'S THE MOLTEN MAN--AND IF IT IS, IT'S A CINCH HE'S AFTER NED!
IT'S THE MOLTEN MAN'S FAULT I'M SO SICK--HIS BODY'S GIVING OFF RADIATION LIKE A CANDLE GIVES HEAT--AND I MUST'VE PICKED UP SOME WHEN I FOUGHT HIM AN HOUR AGO*--
*LAST ISSUE, OUR TIME. --ROY.


"--WHICH RAISES THE QUESTION: WHAT WILL HAPPEN TO ME NEXT IF I TANGLE WITH HIM AGAIN?"
WE'LL SOON FIND OUT, WEB-SLINGER, FOR, TEN SECONDS LATER...
I'M COMING AFTER YOU, LEEDS...

YOU'LL NEVER HAVE A CHANCE TO REVEAL WHAT YOU LEARNED ABOUT ME... NOT TO YOUR FRIENDS AT THE BUGLE, NOT TO THE POLICE... NOT EVEN TO THE ACCURSED SPIDER-MAN!
MY SECRET WILL DIE WITH YOU, LEEDS--
THAT IS, IF I LET YOU DIE!
TO BE FRANK, I HAVEN'T YET DECIDED!

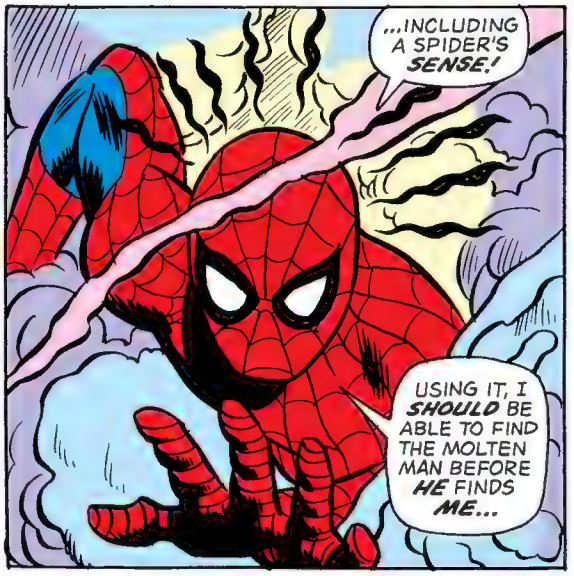

TERRIFIC. THE WAY HE'S RANTING, THE MOLTEN MAN DOESN'T LEAVE ME MUCH CHOICE.
I'VE GOT TO PUT HIM OUT OF ACTION, FAST! BUT HOW--?
HEY, THAT FIRE HOSE--!

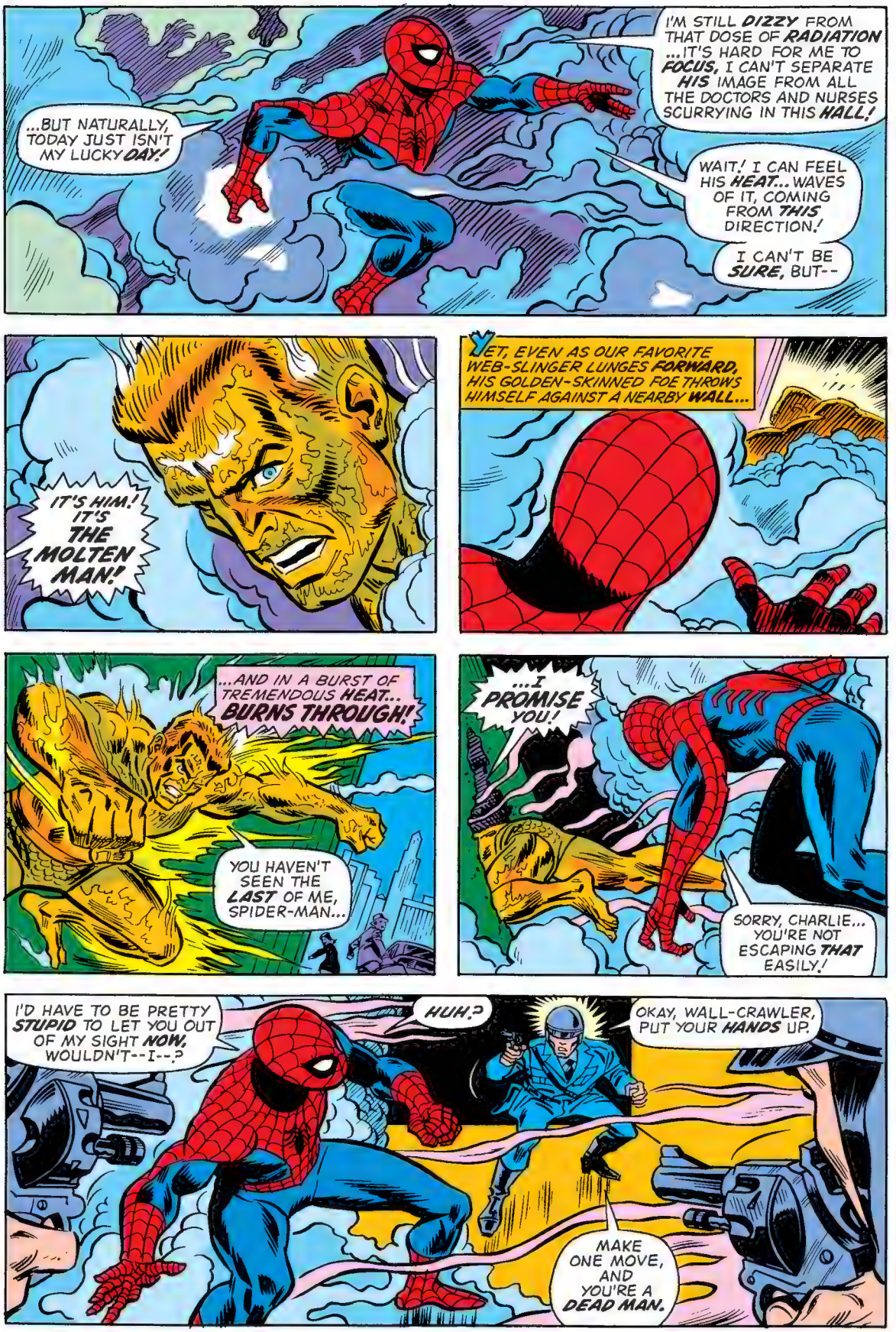

WHEN HE AND I TANGLED BACK AT HIS ROOMING HOUSE* I MANAGED TO KNOCK HIM INTO A FIRE HYDRANT--
--AND IF THE WATER FROM THIS HOSE HAS THE SAME EFFECT, I JUST MAY BE HOME FREE!
*LAST ISH. --R.T.

A TWIST OF A VALVE, A MOMENT OF SURGING RELEASE, AND--
HISSSS
BINGO! IT WORKED!

THE COLD WATER FROM THE HOSE IS BREAKING INTO STEAM--AND THE STEAM'S BLINDING GOLDEN BOY, THROWING HIM AWAY FROM NED'S DOOR!
THERE'S ONLY ONE PROBLEM...

...IT'S ALSO BLINDING ME!
STILL, I'VE GOT THE EDGE ON HIM: UNDER THAT BUBBLING MOLTEN SKIN OF HIS, HE'S JUST AN ORDINARY MAN...
BUT I'VE GOT THE ABILITIES OF A SPIDER...


...INCLUDING A SPIDER'S SENSE!
USING IT, I SHOULD BE ABLE TO FIND THE MOLTEN MAN BEFORE HE FINDS ME...

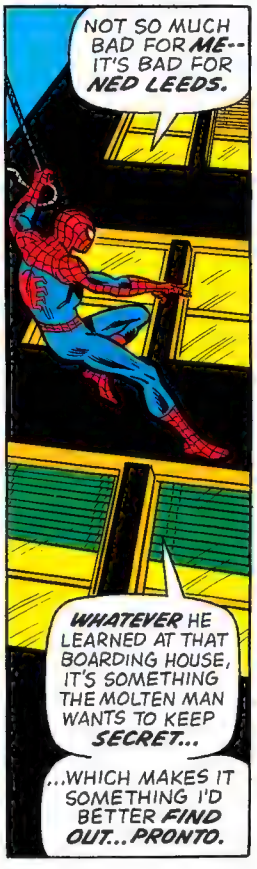

I'M STILL DIZZY FROM THAT DOSE OF RADIATION ...IT'S HARD FOR ME TO FOCUS, I CAN'T SEPARATE HIS IMAGE FROM ALL THE DOCTORS AND NURSES SCURRYING IN THIS HALL!
...BUT NATURALLY, TODAY JUST ISN'T MY LUCKY DAY!
WAIT! I CAN FEEL HIS HEAT... WAVES OF IT, COMING FROM THIS DIRECTION!
I CAN'T BE SURE, BUT--
IT'S HIM! IT'S THE MOLTEN MAN!
YET, EVEN AS OUR FAVORITE WEB-SLINGER LUNGES FORWARD, HIS GOLDEN-SKINNED FOE THROWS HIMSELF AGAINST A NEARBY WALL...
...AND IN A BURST OF TREMENDOUS HEAT... BURNS THROUGH!
YOU HAVEN'T SEEN THE LAST OF ME, SPIDER-MAN...
...I PROMISE YOU!
SORRY, CHARLIE... YOU'RE NOT ESCAPING THAT EASILY!
I'D HAVE TO BE PRETTY STUPID TO LET YOU OUT OF MY SIGHT NOW, WOULDN'T--I--?
HUH?
OKAY, WALL-CRAWLER, PUT YOUR HANDS UP.
MAKE ONE MOVE, AND YOU'RE A DEAD MAN.

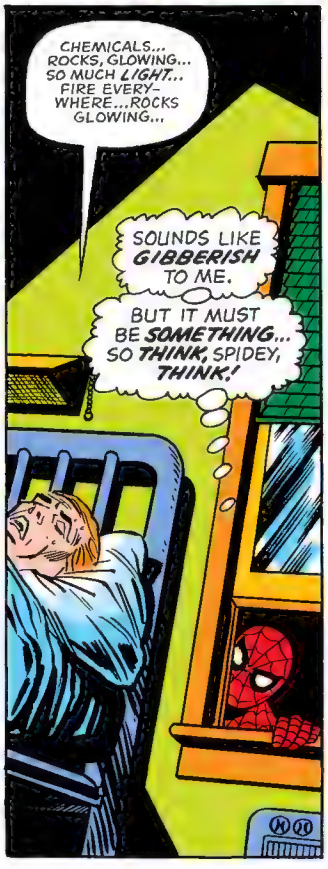
SWELL.
I'D ALMOST FORGOTTEN YOU COPS STILL THINK I'M A MURDERER*.
*OF NORMAN OSBORN IN SPIDEY#122. --R.T.

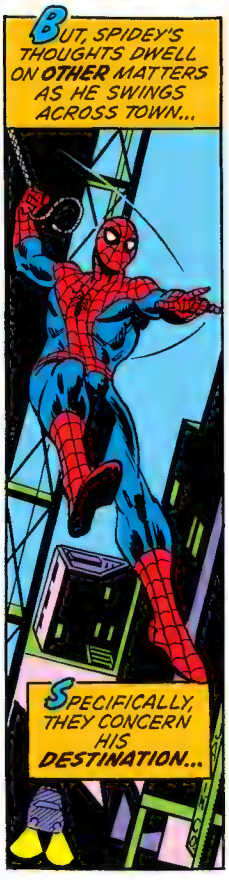
I WISH I COULD STICK AROUND TO STRAIGHTEN YOU OUT--BUT IN CASE YOU DIDN'T NOTICE--

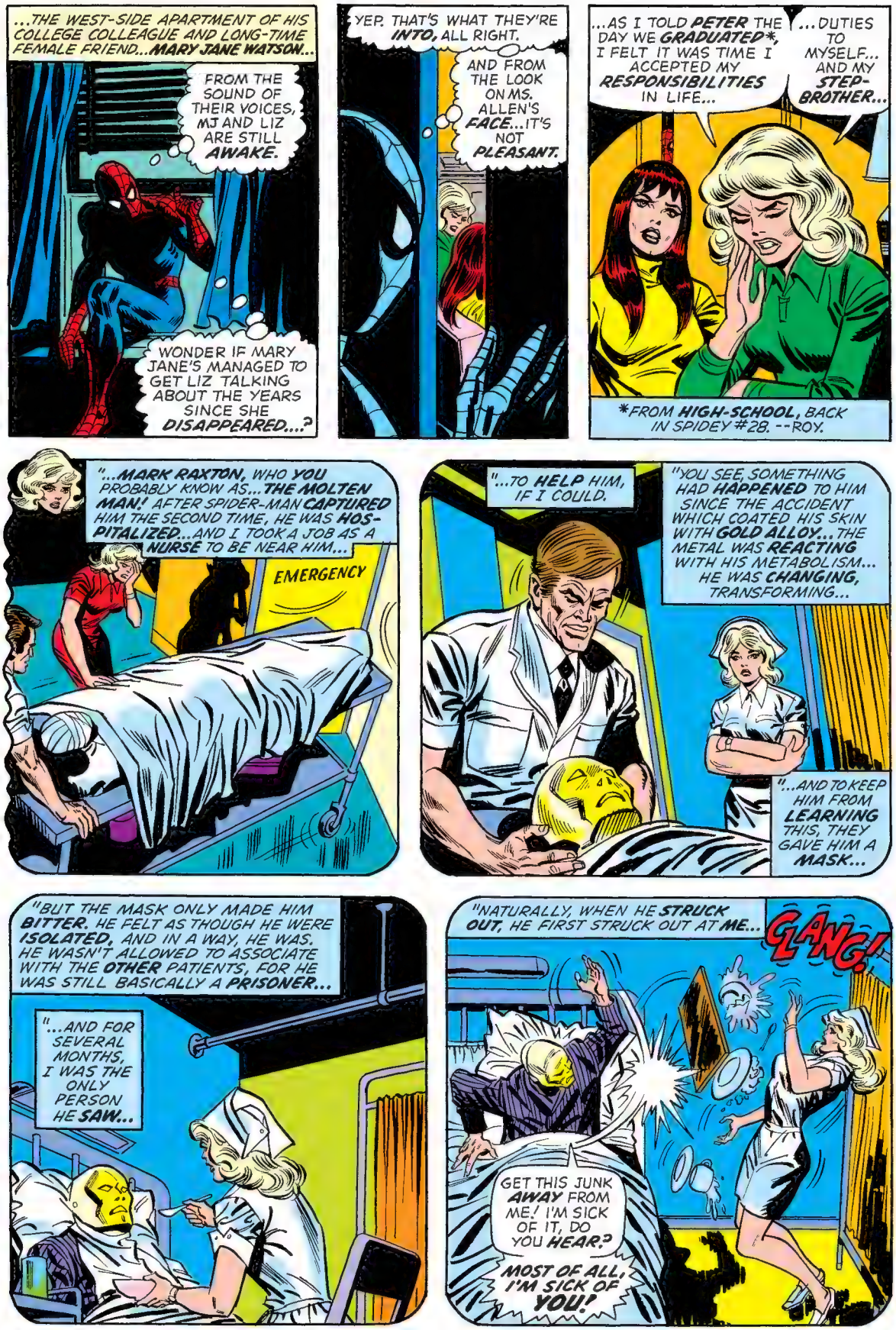
--THERE'S A MADMAN ON THE LOOSE--AND I'M GOING TO STOP HIM!
KRASH!
DON'T SHOOT, BLAST IT! YOU MIGHT HIT ONE OF THE DOCTORS!

AND SO, SEVERAL HEART-STRAINING MOMENTS LATER...
THERE'S NO SIGN OF THE MOLTEN MAN ANYWHERE.
THANKS TO SOME OVER-EAGER POLICEMEN, I'VE LOST HIM...AND THAT'S BAD.

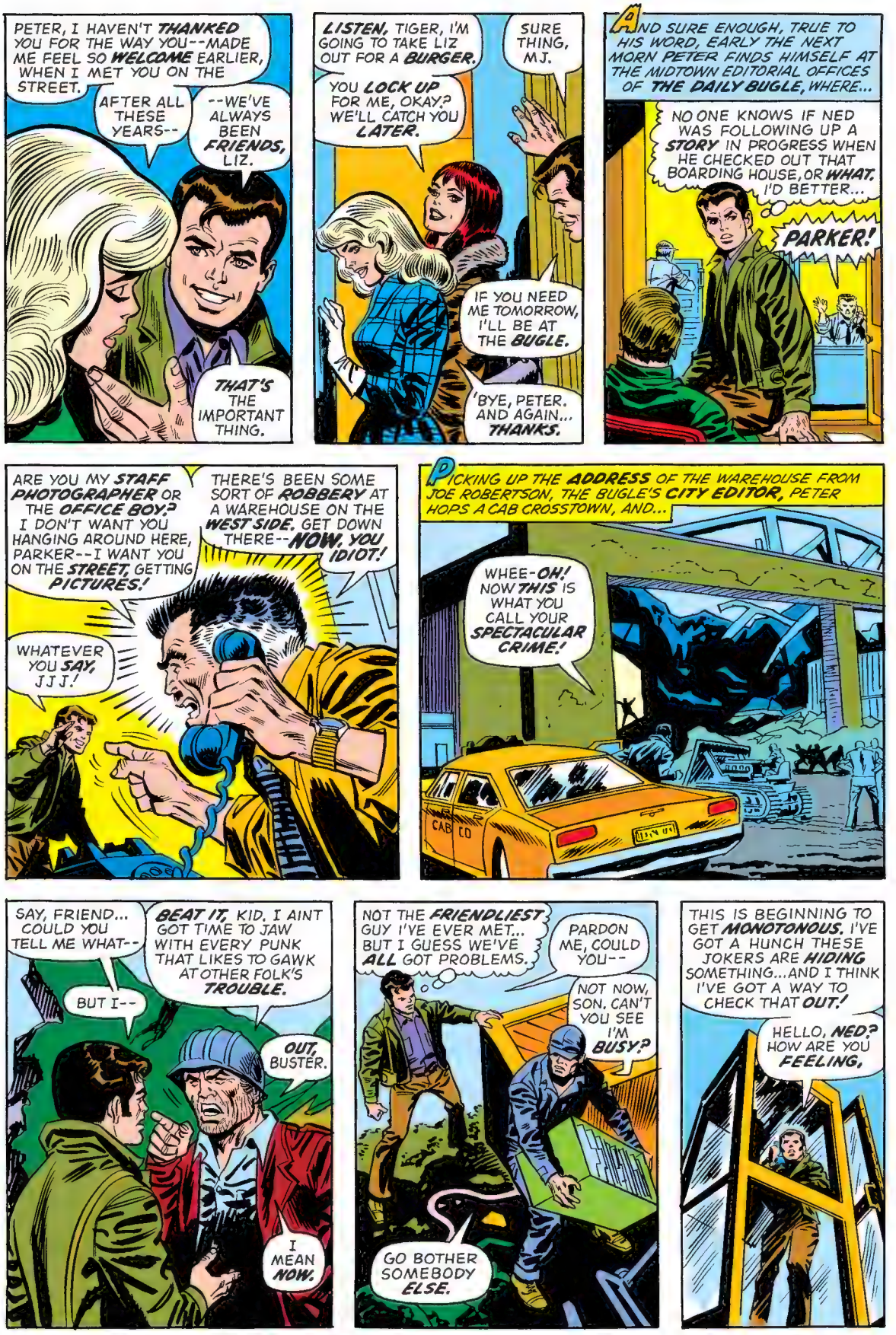

NOT SO MUCH BAD FOR ME--IT'S BAD FOR NED LEEDS.
WHATEVER HE LEARNED AT THAT BOARDING HOUSE, IT'S SOMETHING THE MOLTEN MAN WANTS TO KEEP SECRET...
...WHICH MAKES IT SOMETHING I'D BETTER FIND OUT...PRONTO.

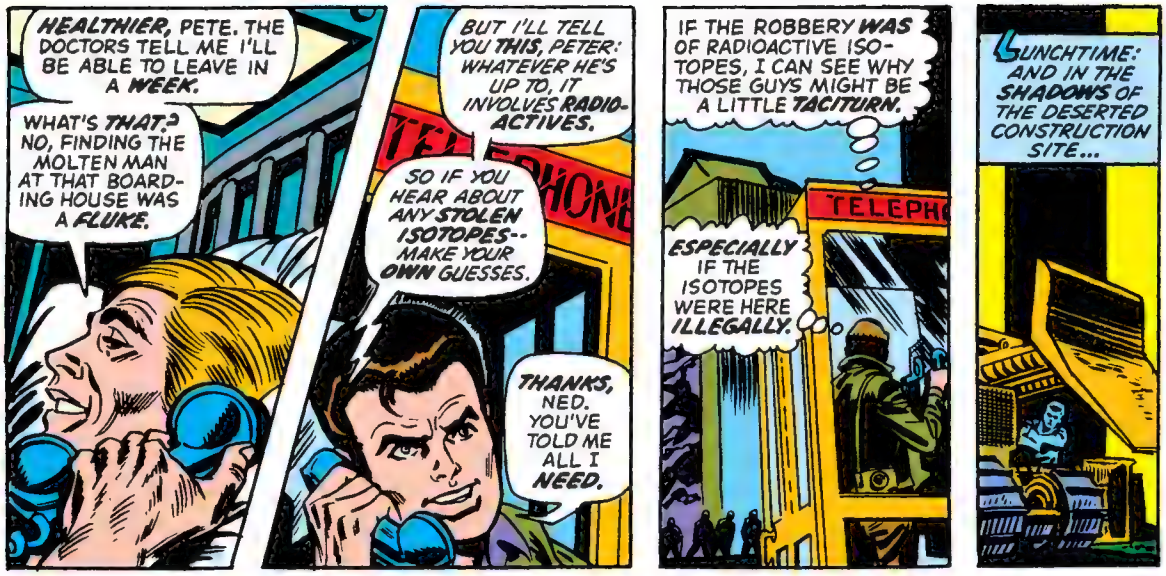

CHEMICALS... ROCKS, GLOWING... SO MUCH LIGHT... FIRE EVERY-WHERE...ROCKS GLOWING...
SOUNDS LIKE GIBBERISH TO ME.
BUT IT MUST BE SOMETHING... SO THINK, SPIDEY, THINK!

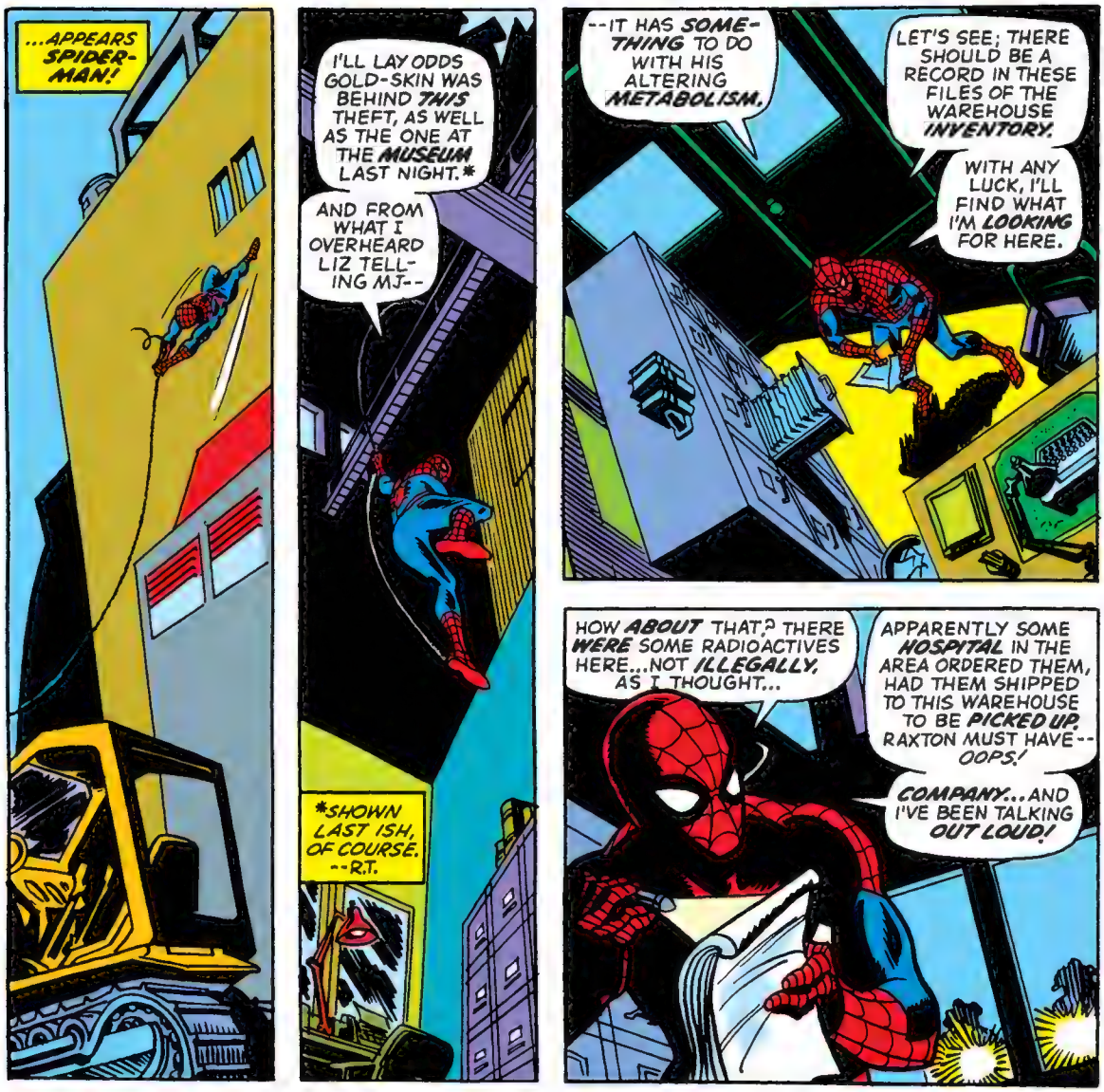

BUT, SPIDEY'S THOUGHTS DWELL ON OTHER MATTERS AS HE SWINGS ACROSS TOWN...
SPECIFICALLY, THEY CONCERN HIS DESTINATION...


...THE WEST-SIDE APARTMENT OF HIS COLLEGE COLLEAGUE AND LONG-TIME FEMALE FRIEND...MARY JANE WATSON...
FROM THE SOUND OF THEIR VOICES, MJ AND LIZ ARE STILL AWAKE.
WONDER IF MARY JANE'S MANAGED TO GET LIZ TALKING ABOUT THE YEARS SINCE SHE DISAPPEARED....?
YEP. THAT'S WHAT THEY'RE INTO, ALL RIGHT.
AND FROM THE LOOK ON MS. ALLEN'S FACE...IT'S NOT PLEASANT.
...AS I TOLD PETER THE DAY WE GRADUATED*, I FELT IT WAS TIME I ACCEPTED MY RESPONSIBILITIES IN LIFE...
...DUTIES TO MYSELF... AND MY STEP-BROTHER...
*FROM HIGH-SCHOOL, BACK IN SPIDEY #28. --ROY.
"...MARK RAXTON, WHO YOU PROBABLY KNOW AS...THE MOLTEN MAN! AFTER SPIDER-MAN CAPTURED HIM THE SECOND TIME, HE WAS HOSPITALIZED...AND I TOOK A JOB AS A NURSE TO BE NEAR HIM...
EMERGENCY
"...TO HELP HIM, IF I COULD.
"YOU SEE, SOMETHING HAD HAPPENED TO HIM SINCE THE ACCIDENT WHICH COATED HIS SKIN WITH GOLD ALLOY...THE METAL WAS REACTING WITH HIS METABOLISM... HE WAS CHANGING, TRANSFORMING...
"...AND TO KEEP HIM FROM LEARNING THIS, THEY GAVE HIM A MASK...
"BUT THE MASK ONLY MADE HIM BITTER. HE FELT AS THOUGH HE WERE ISOLATED, AND IN A WAY, HE WAS. HE WASN'T ALLOWED TO ASSOCIATE WITH THE OTHER PATIENTS, FOR HE WAS STILL BASICALLY A PRISONER...
"...AND FOR SEVERAL MONTHS, I WAS THE ONLY PERSON HE SAW...
"NATURALLY, WHEN HE STRUCK OUT, HE FIRST STRUCK OUT AT ME...
CLANG!
GET THIS JUNK AWAY FROM ME! I'M SICK OF IT, DO YOU HEAR?
MOST OF ALL, I'M SICK OF YOU!

"IF I'D BEEN STRONGER, PERHAPS I COULD HAVE GIVEN HIM THE UNDERSTANDING HE NEEDED; INSTEAD, I RAN...
"...WHICH MAKES ME RESPONSIBLE FOR WHAT HAPPENED THE NEXT DAY. IT'S MY FAULT HE WAS ABLE TO LEAVE HIS ROOM...
"MY FAULT HE STRUCK THAT INTERN...
"...AND MY FAULT HE FOUND THE SCISSORS HE NEEDED TO REMOVE HIS MASK..."
...AND LEARN THE TRUTH ABOUT WHAT WAS HAPPENING TO HIM.
HIS METALLIC SKIN IS DISSOLVING, SLOWLY UNTIL NOW... BUT AS HE SPENDS MORE TIME AWAY FROM HIS MEDICATION, THE PROCESS WILL INCREASE...
HE'LL DIE... AND IT'S MY RESPONSIBILITY!
MINE!
POOR KID.
IT'S TIME PETER PARKER MADE HIS ENTRANCE...
...AND SINCE MY IDENTITY AS SPIDEY IS A SECRET...
...I'LL HAVE TO SLIP THROUGH THE APARTMENT NEXT TO MARY JANE'S...
...AND HOPE NO ONE SPOTS ME BEFORE I REACH THE FRONT DOOR!
TERRIFIC.
SO MUCH FOR STEALTH, EH, WEB-SLINGER?
NICE POOCH, DOWN POOCH, GOOD POO--
RRIP!
DO ME A FAVOR, MJ.
DON'T ASK.

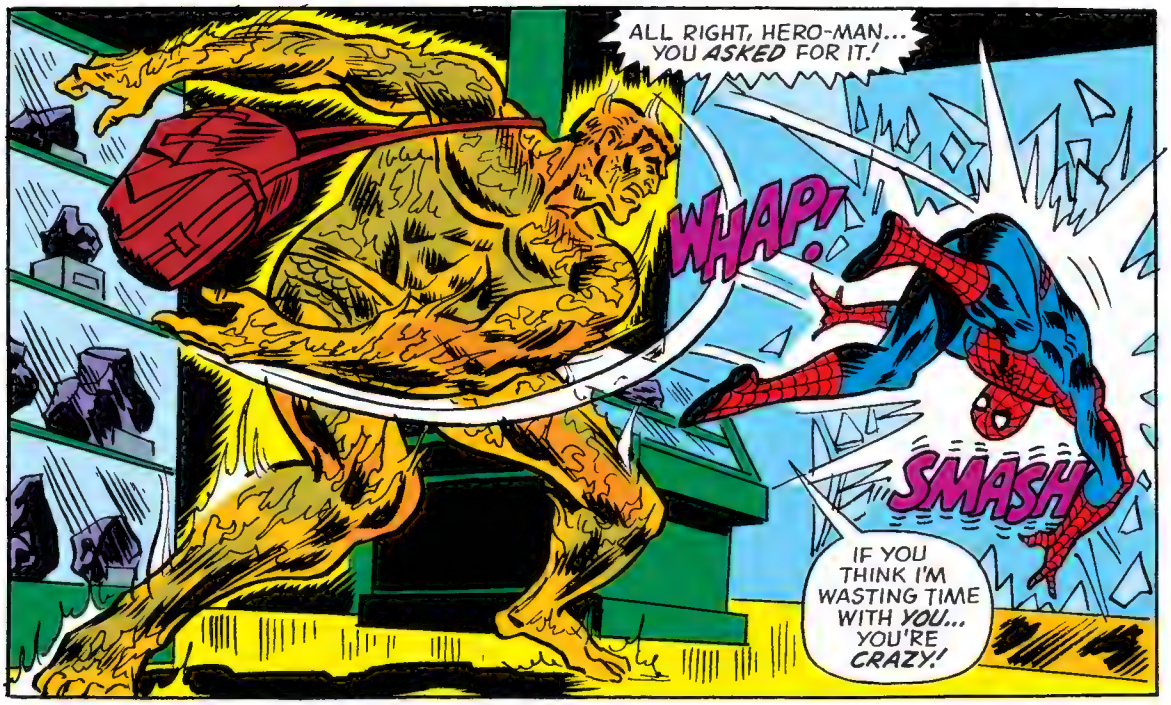

PETER, I HAVEN'T THANKED YOU FOR THE WAY YOU--MADE ME FEEL SO WELCOME EARLIER, WHEN I MET YOU ON THE STREET.
AFTER ALL THESE YEARS--
--WE'VE ALWAYS BEEN FRIENDS, LIZ.
THAT'S THE IMPORTANT THING.
LISTEN, TIGER, I'M GOING TO TAKE LIZ OUT FOR A BURGER.
SURE THING, MJ.
YOU LOCK UP FOR ME, OKAY? WE'LL CATCH YOU LATER.
IF YOU NEED ME TOMORROW, I'LL BE AT THE BUGLE.
'BYE, PETER. AND AGAIN... THANKS.
AND SURE ENOUGH, TRUE TO HIS WORD, EARLY THE NEXT MORN PETER FINDS HIMSELF AT THE MIDTOWN EDITORIAL OFFICES OF THE DAILY BUGLE, WHERE...
NO ONE KNOWS IF NED WAS FOLLOWING UP A STORY IN PROGRESS WHEN HE CHECKED OUT THAT BOARDING HOUSE, OR WHAT. I'D BETTER...
PARKER!
ARE YOU MY STAFF PHOTOGRAPHER OR THE OFFICE BOY? I DON'T WANT YOU HANGING AROUND HERE, PARKER--I WANT YOU ON THE STREET, GETTING PICTURES!
THERE'S BEEN SOME SORT OF ROBBERY AT A WAREHOUSE ON THE WEST SIDE. GET DOWN THERE--NOW, YOU IDIOT!
WHATEVER YOU SAY, JJJ!
PICKING UP THE ADDRESS OF THE WAREHOUSE FROM JOE ROBERTSON, THE BUGLE'S CITY EDITOR, PETER HOPS A CAB CROSSTOWN, AND...
WHEE-OH! NOW THIS IS WHAT YOU CALL YOUR SPECTACULAR CRIME!
CAB CO
SAY, FRIEND... COULD YOU TELL ME WHAT--
BUT I--
BEAT IT, KID. I AINT GOT TIME TO JAW WITH EVERY PUNK THAT LIKES TO GAWK AT OTHER FOLK'S TROUBLE.
OUT, BUSTER.
I MEAN NOW.
NOT THE FRIENDLIEST GUY I'VE EVER MET... BUT I GUESS WE'VE ALL GOT PROBLEMS.
PARDON ME, COULD YOU--
NOT NOW, SON. CAN'T YOU SEE I'M BUSY?
GO BOTHER SOMEBODY ELSE.
THIS IS BEGINNING TO GET MONOTONOUS. I'VE GOT A HUNCH THESE JOKERS ARE HIDING SOMETHING...AND I THINK I'VE GOT A WAY TO CHECK THAT OUT!
HELLO, NED? HOW ARE YOU FEELING,

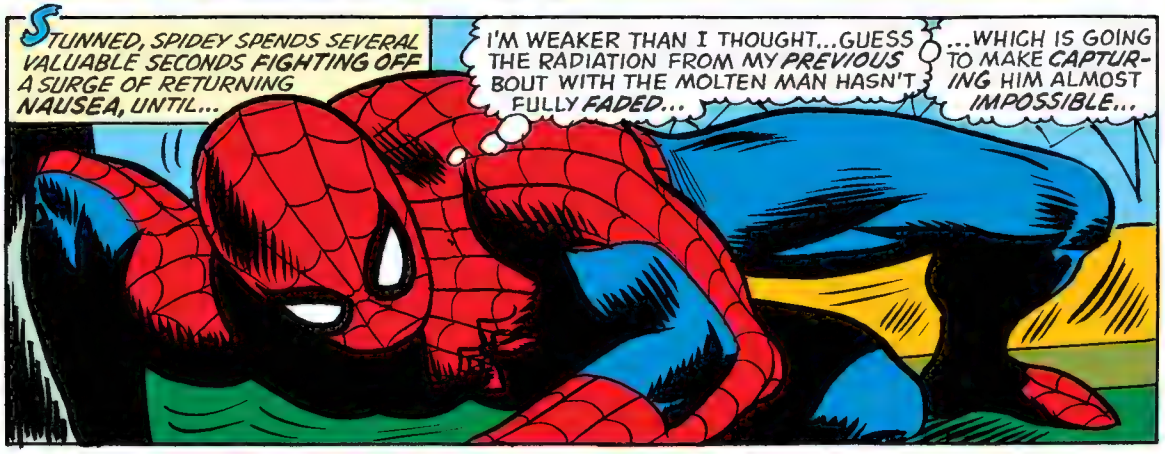

HEALTHIER, PETE. THE DOCTORS TELL ME I'LL BE ABLE TO LEAVE IN A WEEK.
WHAT'S THAT? NO, FINDING THE MOLTEN MAN AT THAT BOARDING HOUSE WAS A FLUKE.
BUT I'LL TELL YOU THIS, PETER: WHATEVER HE'S UP TO, IT INVOLVES RADIOACTIVES.
SO IF YOU HEAR ABOUT ANY STOLEN ISOTOPES--MAKE YOUR OWN GUESSES.
THANKS, NED. YOU'VE TOLD ME ALL I NEED.
IF THE ROBBERY WAS OF RADIOACTIVE ISOTOPES, I CAN SEE WHY THOSE GUYS MIGHT BE A LITTLE TACITURN.
ESPECIALLY IF THE ISOTOPES WERE HERE ILLEGALLY.
TELEPHO
LUNCHTIME: AND IN THE SHADOWS OF THE DESERTED CONSTRUCTION SITE...

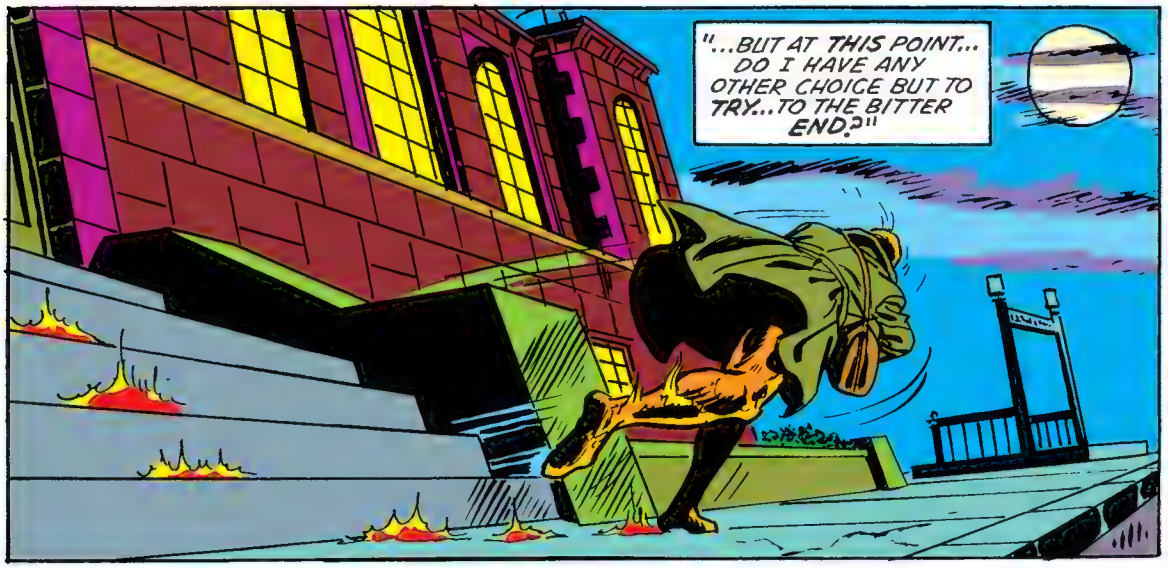

...APPEARS SPIDER-MAN!
I'LL LAY ODDS GOLD-SKIN WAS BEHIND THIS THEFT, AS WELL AS THE ONE AT THE MUSEUM LAST NIGHT.*
AND FROM WHAT I OVERHEARD LIZ TELLING MJ--
*SHOWN LAST ISH, OF COURSE. --R.T.
--IT HAS SOMETHING TO DO WITH HIS ALTERING METABOLISM.
LET'S SEE; THERE SHOULD BE A RECORD IN THESE FILES OF THE WAREHOUSE INVENTORY.
WITH ANY LUCK, I'LL FIND WHAT I'M LOOKING FOR HERE.
HOW ABOUT THAT? THERE WERE SOME RADIOACTIVES HERE...NOT ILLEGALLY, AS I THOUGHT...
APPARENTLY SOME HOSPITAL IN THE AREA ORDERED THEM, HAD THEM SHIPPED TO THIS WAREHOUSE TO BE PICKED UP. RAXTON MUST HAVE--OOPS!
COMPANY...AND I'VE BEEN TALKING OUT LOUD!

SPIDER-MAN!
SEEMS LIKE YOU DID HEAR VOICES, BOB!
DON'T TAKE ANY CHANCES--
SHOOT!
KPOW!
KPOW!
OKAY, BOZOS, THAT DOES IT! I HAVE HAD IT WITH YOU TRIGGER-HAPPY CLOWNS...
...UP TO HERE!
PLEASANT DREAMS... CREEPS!
CLUMP!
SWAK!
SHORTLY... THERE'S A PATTERN TO ALL OF THIS. ROCKS FROM A MUSEUM... METEOR ROCKS...
THOSE RADIOACTIVE ISOTOPES...
...IT ALL FITS TOGETHER SOMEHOW.
RAXTON...THE MOLTEN MAN... MUST BE TRYING TO RECREATE THE ALLOY WHICH ORIGINALLY COATED HIM.
IF I REMEMBER CORRECTLY, RAXTON AND PROFESSOR SMYTHE DEVELOPED IT FROM A SPECIAL KIND OF ORGANIC METEOR...
"...AND THERE'S ANOTHER METEOR SIMILAR TO IT AT THE SCIENCE MUSEUM! THAT'S WHERE HE'LL STRIKE NEXT... I'M SURE OF IT!"
THUS, LATER THAT EVENING...
IT'S MINE! NOW NOTHING CAN STOP ME-- NOTHING!
CRASH!

KRASH
WANT TO MAKE A SMALL BET, MM?
I'LL STOP YOU IF IT TAKES ME ALL NIGHT.
SPAT!
LET'S JUST SAY IT'S A FAVOR I OWE AN OLD FRIEND.
IF I CAN GET RAXTON BACK TO HIS HOSPITAL AND UNDER A DOCTOR'S CARE, IT'LL TAKE A BURDEN OFF LIZ--
--AND MAYBE SHE'LL BE ABLE TO LIVE AGAIN!


ALL RIGHT, HERO-MAN... YOU ASKED FOR IT!
WHAP!
SMASH
IF YOU THINK I'M WASTING TIME WITH YOU... YOU'RE CRAZY!

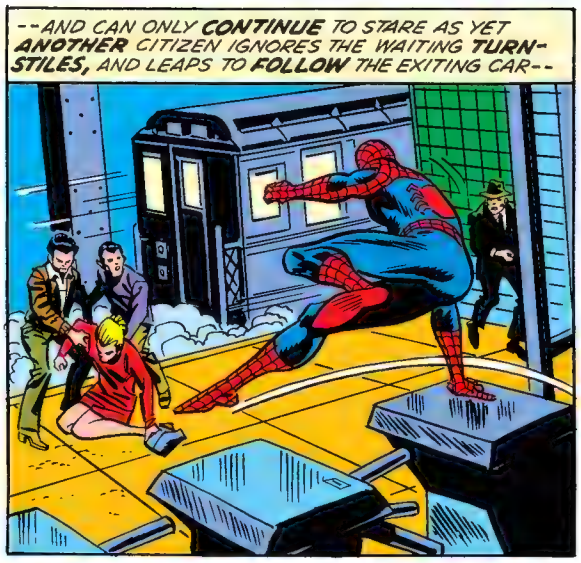

STUNNED, SPIDEY SPENDS SEVERAL VALUABLE SECONDS FIGHTING OFF A SURGE OF RETURNING NAUSEA, UNTIL...
I'M WEAKER THAN I THOUGHT...GUESS THE RADIATION FROM MY PREVIOUS BOUT WITH THE MOLTEN MAN HASN'T FULLY FADED...
...WHICH IS GOING TO MAKE CAPTURING HIM ALMOST IMPOSSIBLE...

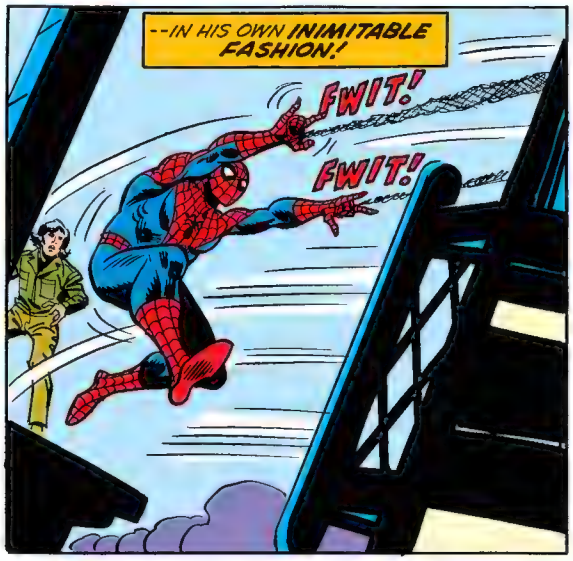

"...BUT AT THIS POINT... DO I HAVE ANY OTHER CHOICE BUT TO TRY...TO THE BITTER END?"

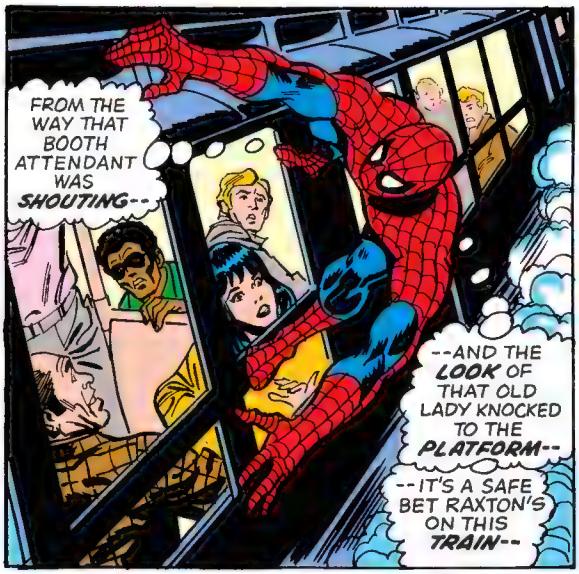
PERHAPS NOT, WEB-SLINGER, BUT MARK RAXTON ISN'T GOING TO MAKE IT EASY FOR YOU...
HE'LL NEVER FIND ME NOW. THIS ASBESTOS MASK WILL CONCEAL MY FACE...

...AS THESE FIREPROOF CLOTHES CONCEAL MY BODY.
HEY! HEY, YOU!
WHERE'S YER TOKEN? HEY!

HIS CRIES UNHEEDED, THE TOKEN ATTENDANT CAN ONLY STARE AS THE MAN WE KNOW TO BE THE MOLTEN MAN STRIDES INTO A WAITING SUBWAY TRAIN--


--AND CAN ONLY CONTINUE TO STARE AS YET ANOTHER CITIZEN IGNORES THE WAITING TURN-STILES, AND LEAPS TO FOLLOW THE EXITING CAR--


--IN HIS OWN INIMITABLE FASHION!
FWIT!
FWIT!


FROM THE WAY THAT BOOTH ATTENDANT WAS SHOUTING--
--AND THE LOOK OF THAT OLD LADY KNOCKED TO THE PLATFORM--
--IT'S A SAFE BET RAXTON'S ON THIS TRAIN--

"--AND THE PASSENGERS ARE IN A HEAP OF TROUBLE!"
I KNOW SUBWAYS ARE HOT-- BUT THIS IS-- RIDICU-LOUS!

WITH A ROAR LIKE A BULL LEAVING A PADDOCK, THE TRAIN LEAVES ITS UNDER-GROUND TUNNEL, AND BEGINS ITS JOURNEY TOWARD THE BOROUGH OF BROOKLYN...

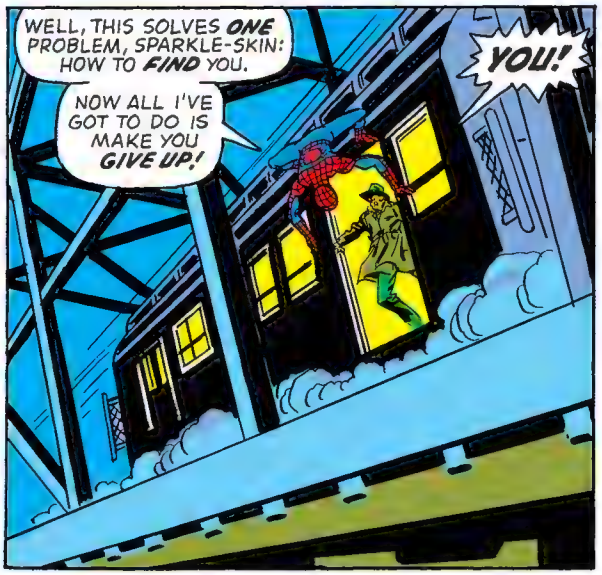
...A JOURNEY TWO OF ITS PASSENGERS WILL NEVER COMPLETE...!
GOOD LORD! THAT MAN OVER THERE--
HE'S ON FIRE!

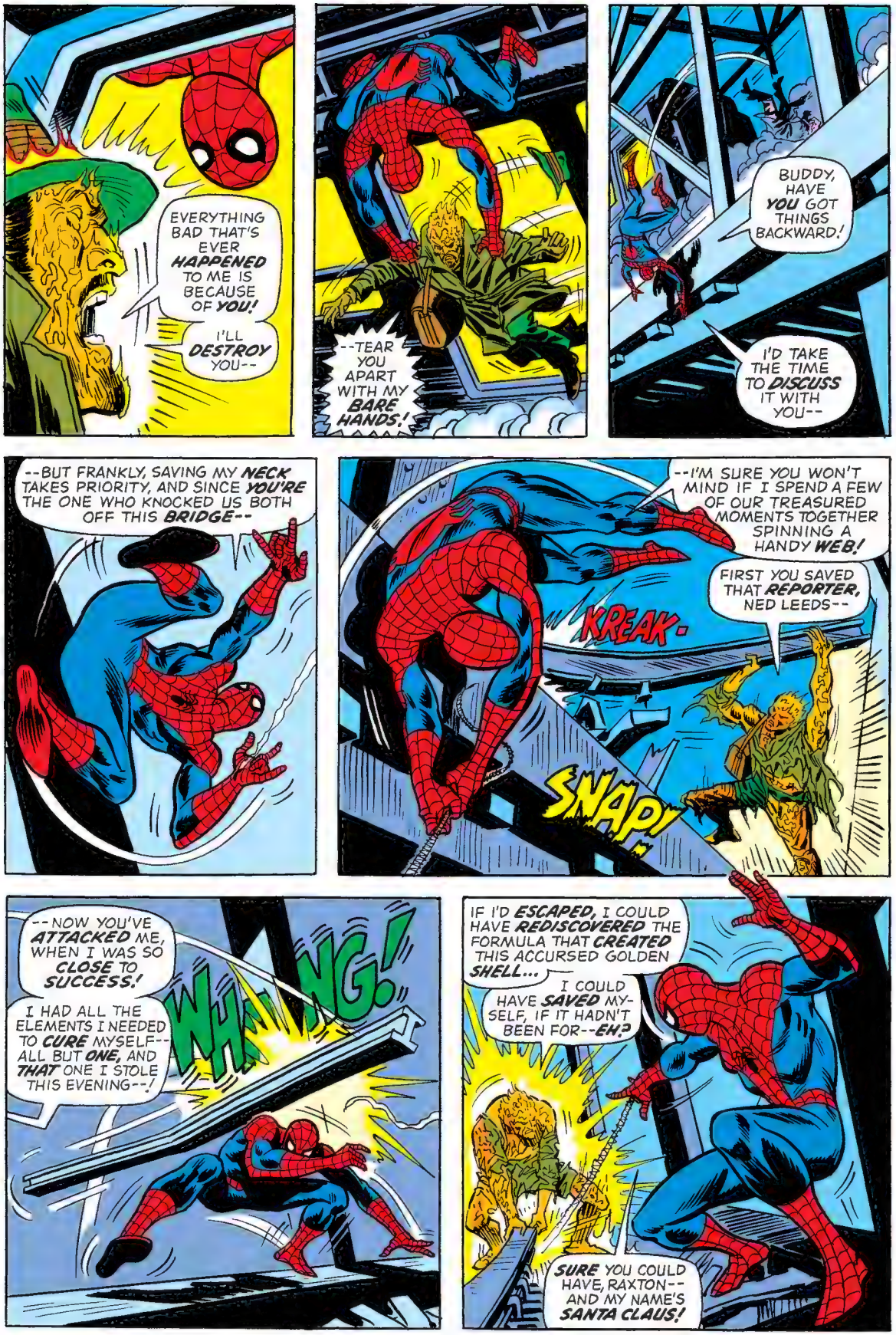
MISTER, WHAT--?
WHAT ARE YOU STARING AT, FOOL?
YOUR-- YOUR FACE--

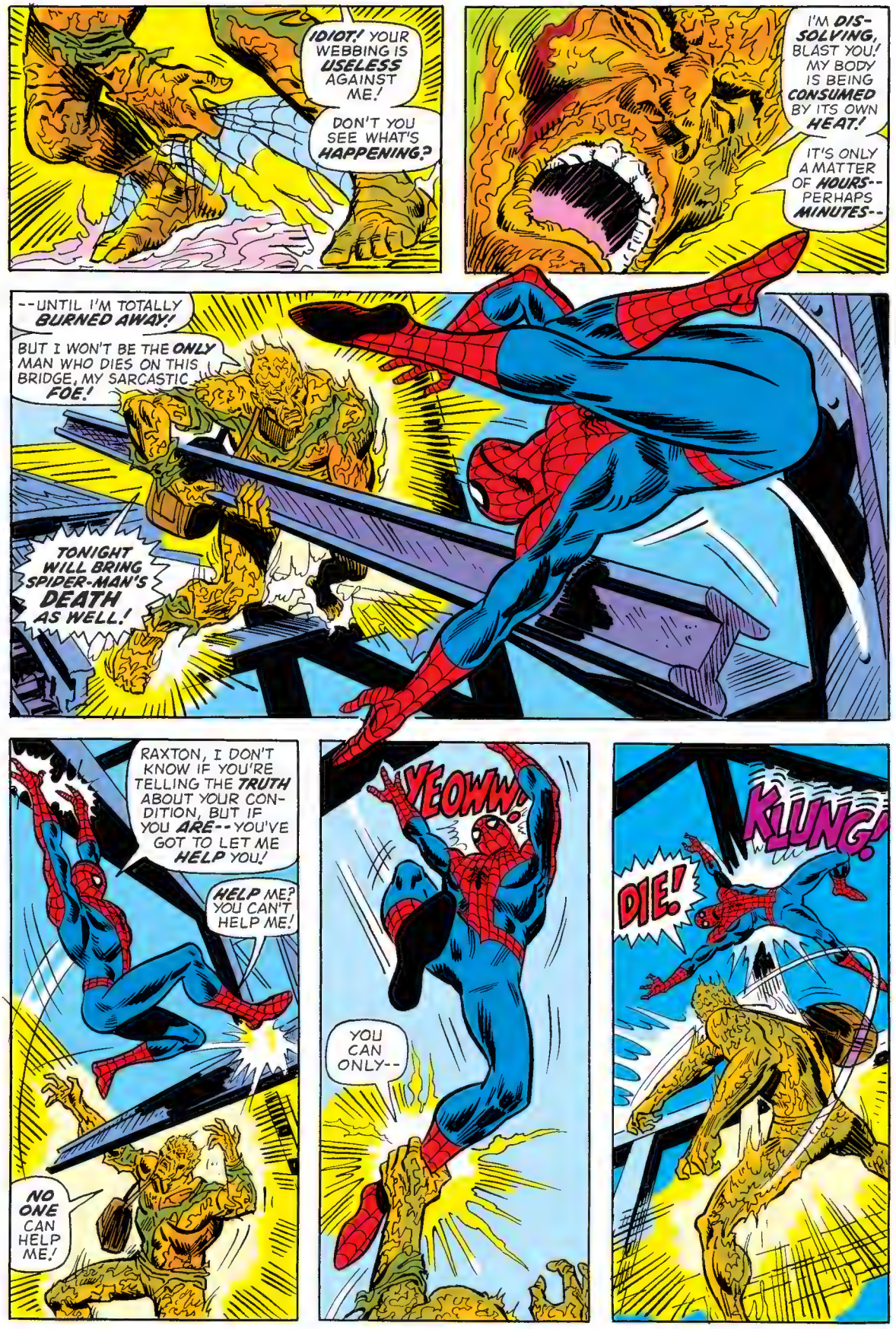
IT'S MELTING!

AARRGH!
THEN IT'S BEGUN! I ONLY NEEDED TIME--!
TIME TO REVERSE THE DETERIO-RATION--

--BUT SPIDER-MAN WOULDN'T STOP HOUNDING ME!
HE WOULDN'T LEAVE ME ALONE!
SPANG!


WELL, THIS SOLVES ONE PROBLEM, SPARKLE-SKIN: HOW TO FIND YOU.
NOW ALL I'VE GOT TO DO IS MAKE YOU GIVE UP!
YOU!


EVERYTHING BAD THAT'S EVER HAPPENED TO ME IS BECAUSE OF YOU!
I'LL DESTROY YOU--
--TEAR YOU APART WITH MY BARE HANDS!
BUDDY, HAVE YOU GOT THINGS BACKWARD!
I'D TAKE THE TIME TO DISCUSS IT WITH YOU--
--BUT FRANKLY, SAVING MY NECK TAKES PRIORITY, AND SINCE YOU'RE THE ONE WHO KNOCKED US BOTH OFF THIS BRIDGE--
--I'M SURE YOU WON'T MIND IF I SPEND A FEW OF OUR TREASURED MOMENTS TOGETHER SPINNING A HANDY WEB!
FIRST YOU SAVED THAT REPORTER, NED LEEDS--
KREAK-
SNAP!
--NOW YOU'VE ATTACKED ME, WHEN I WAS SO CLOSE TO SUCCESS!
I HAD ALL THE ELEMENTS I NEEDED TO CURE MYSELF-- ALL BUT ONE, AND THAT ONE I STOLE THIS EVENING--!
WHANG!
IF I'D ESCAPED, I COULD HAVE REDISCOVERED THE FORMULA THAT CREATED THIS ACCURSED GOLDEN SHELL...
I COULD HAVE SAVED MYSELF, IF IT HADN'T BEEN FOR--EH?
SURE YOU COULD HAVE, RAXTON-- AND MY NAME'S SANTA CLAUS!


IDIOT! YOUR WEBBING IS USELESS AGAINST ME!
DON'T YOU SEE WHAT'S HAPPENING?
I'M DIS-SOLVING, BLAST YOU! MY BODY IS BEING CONSUMED BY ITS OWN HEAT!
IT'S ONLY A MATTER OF HOURS--PERHAPS MINUTES--
--UNTIL I'M TOTALLY BURNED AWAY!
BUT I WON'T BE THE ONLY MAN WHO DIES ON THIS BRIDGE, MY SARCASTIC FOE!
TONIGHT WILL BRING SPIDER-MAN'S DEATH AS WELL!
RAXTON, I DON'T KNOW IF YOU'RE TELLING THE TRUTH ABOUT YOUR CONDITION, BUT IF YOU ARE--YOU'VE GOT TO LET ME HELP YOU!
HELP ME? YOU CAN'T HELP ME!
NO ONE CAN HELP ME!
YEOWW!
YOU CAN ONLY--
KLUNG!
DIE!

IT'S USELESS! HE'S GONE OFF HIS ROCKER COMPLETELY...
HE'S IN SO MUCH PAIN, ALL HE WANTS IS TO HURT... TO KILL...
...AND HE'LL KILL ME UNLESS I STOP HIM!
I THINK HE MUST'VE BURNED MY LEG WHEN HE GRABBED IT--CAN'T STAND, OR MOVE OUT OF THE WAY--
--SO I'VE GOT TO DISTRACT HIM-- FAST!
MY BAG--IT HAD ALL MY SPECIMENS-- THE ISOTOPES!
EVERY-THING I NEED!
WITHOUT THOSE ISOTOPES, I HAVEN'T A CHANCE!
I'VE GOT TO RETRIEVE THEM--OR I'M DOOMED!
DOOMED
RAXTON, NO! THE WATER'S TOO COLD --YOUR BODY WILL--
A SUDDEN BURST OF STEAM--A DISTANT, ALMOST-MILD EXPLOSION--AND A MAN ENDS AS HE HAS LIVED:
CONSUMED BY THE PASSION WITHIN HIM--
--AND A MADNESS IN HIS SOUL.
NEXT ISSUE: AN OLD FRIEND AND A NEW FOE: TARANTULA!

SPIDER-MAN
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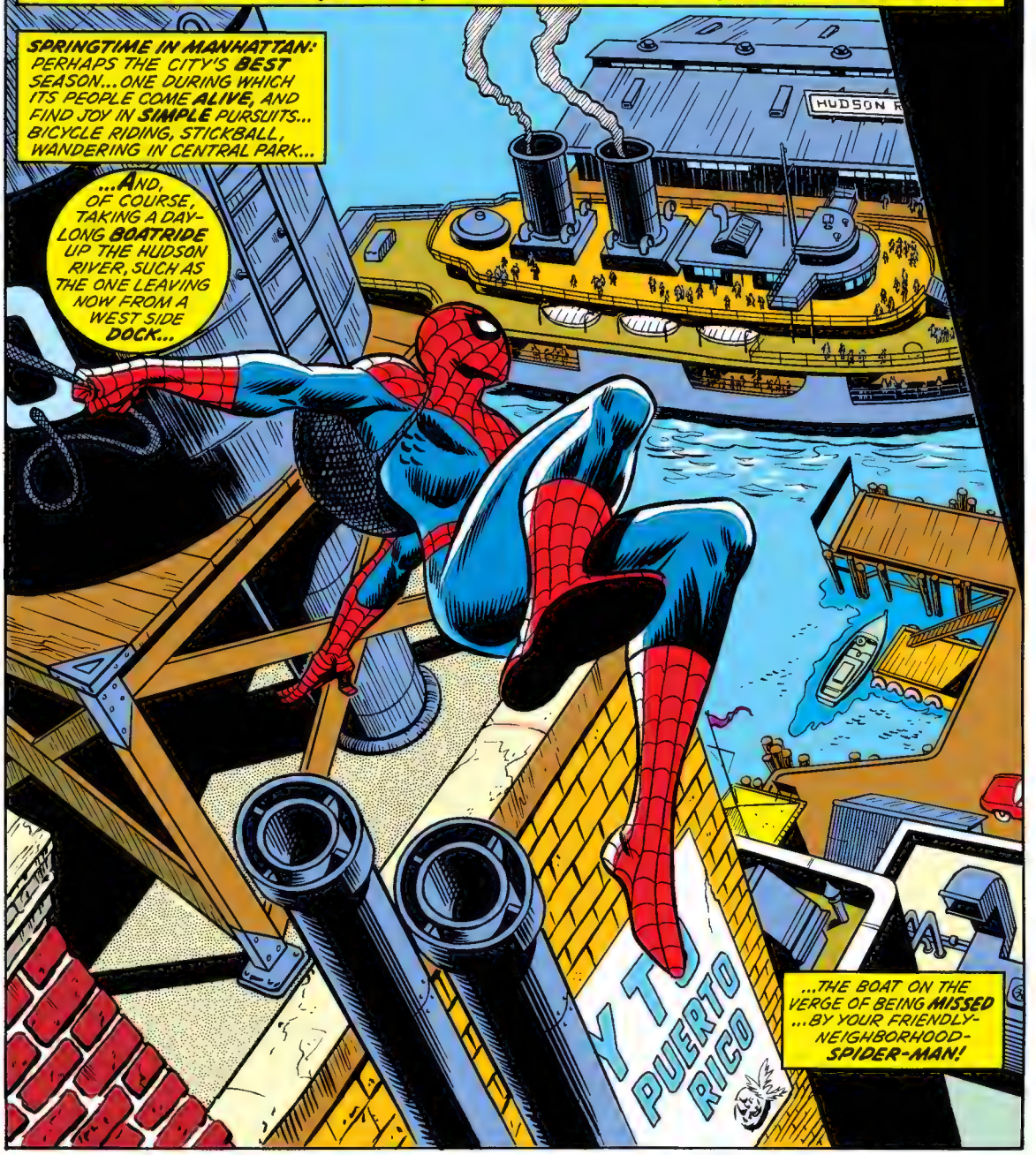
the AMAZING SPIDER-MAN®
™
YOU ARE BUT A SPIDER-MAN! I AM THE TARANTULA --AND MY TOUCH MEANS DEATH!
EXTRA! DON'T MISS THE SHOCKING RETURN OF A SURPRISE SUPER-VILLAIN— IN THIS ISSUE'S STARTLING LAST PANEL!
HE'S NOT KIDDING! IF ONE OF THOSE STEEL SPIKES CATCHES ME--I'LL BE SHREDDED!
DANGER IS A MAN CALLED TARANTULA!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

GERRY CONWAY WRITER * ROSS ANDRU ARTIST * F. GIACOIA & D. HUNT EMBELLISHERS * ARTIE SIMEK, LETTERER L. LESSMANN, COLORIST * ROY THOMAS EDITOR

DANGER IS A MAN NAMED... TARANTULA


SPRINGTIME IN MANHATTAN: PERHAPS THE CITY'S BEST SEASON... ONE DURING WHICH ITS PEOPLE COME ALIVE, AND FIND JOY IN SIMPLE PURSUITS... BICYCLE RIDING, STICKBALL, WANDERING IN CENTRAL PARK...
...AND, OF COURSE, TAKING A DAY-LONG BOATRIDE UP THE HUDSON RIVER, SUCH AS THE ONE LEAVING NOW FROM A WEST SIDE DOCK...
HUDSON R
...THE BOAT ON THE VERGE OF BEING MISSED ...BY YOUR FRIENDLY-NEIGHBORHOOD- SPIDER-MAN!

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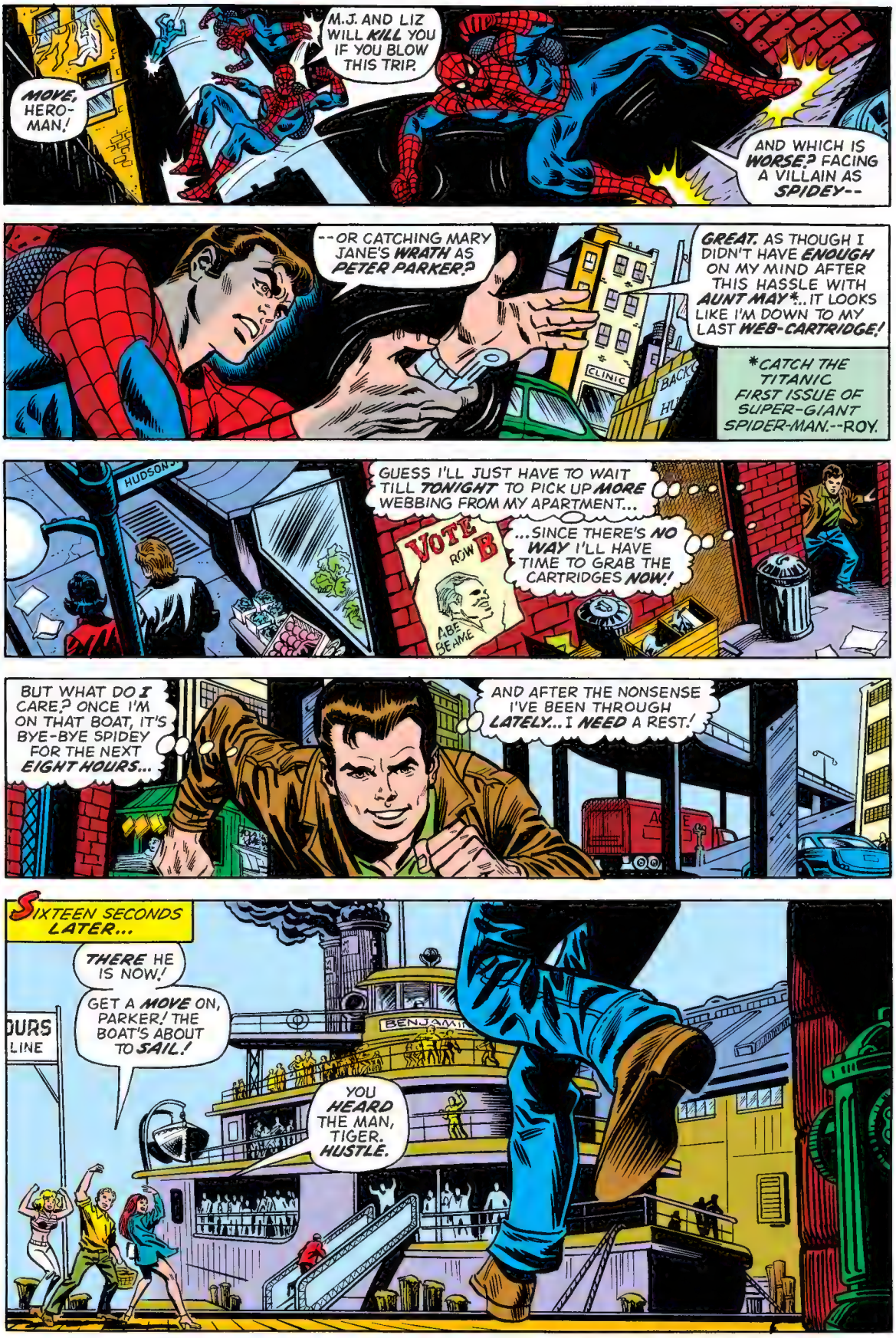
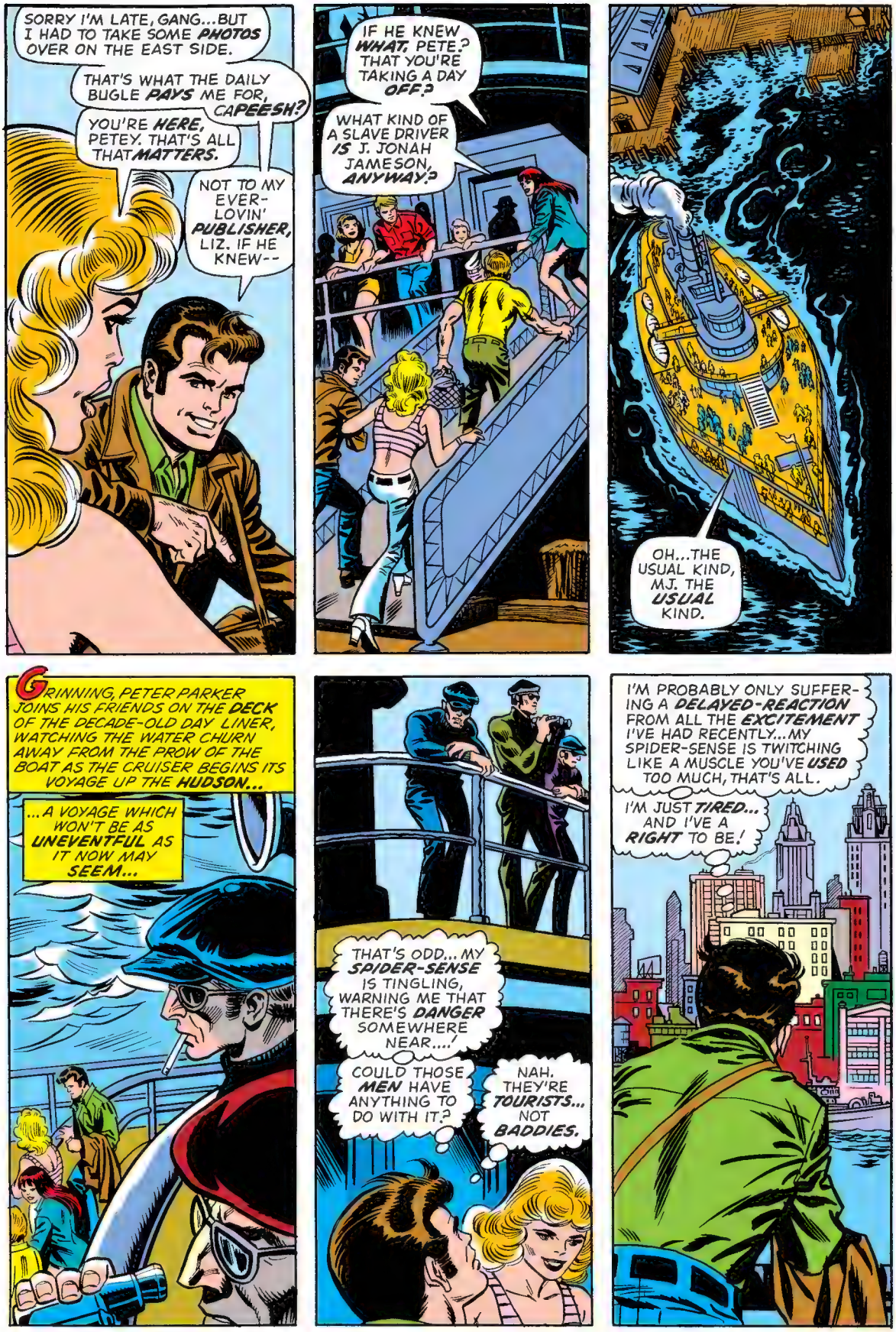
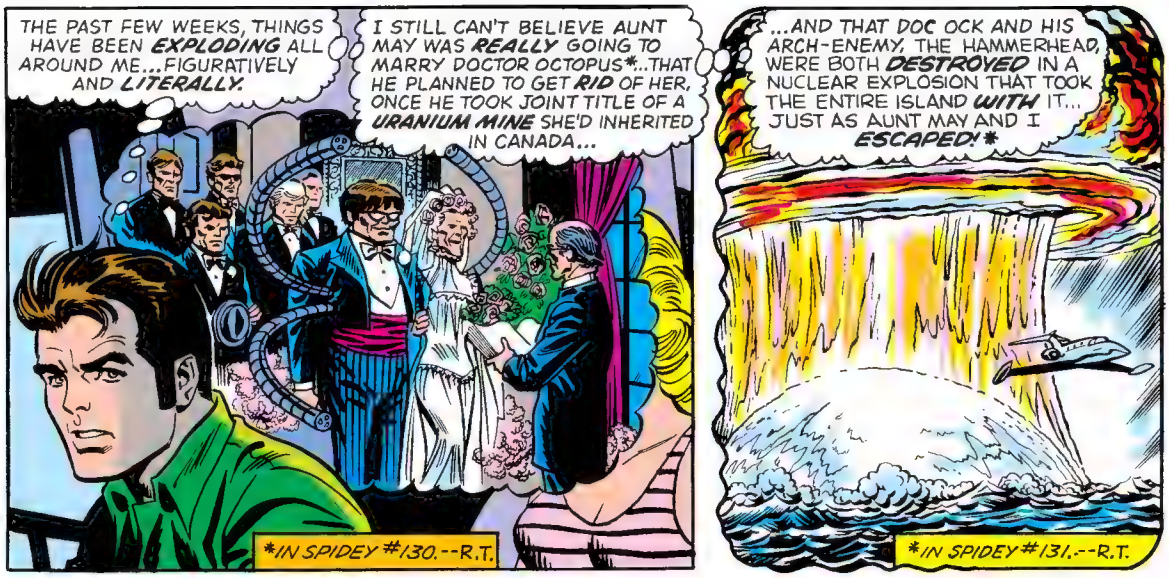
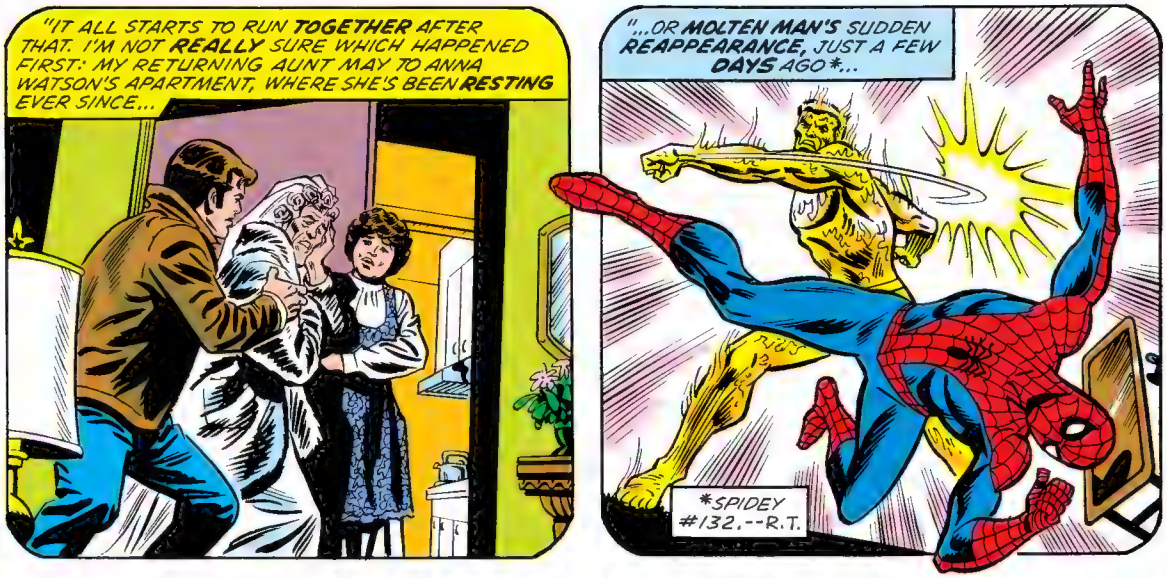
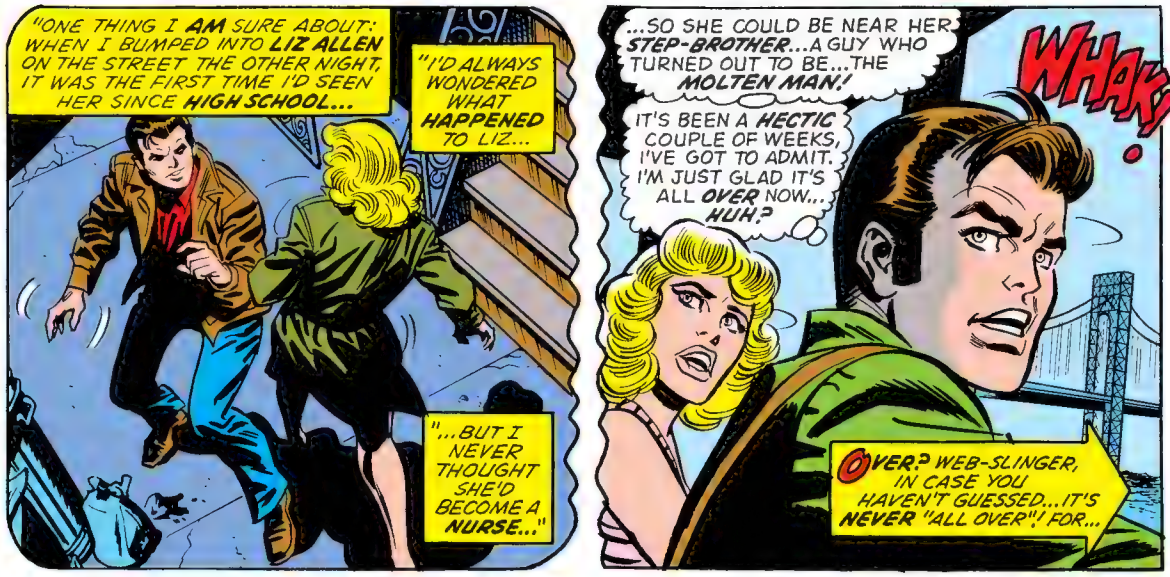
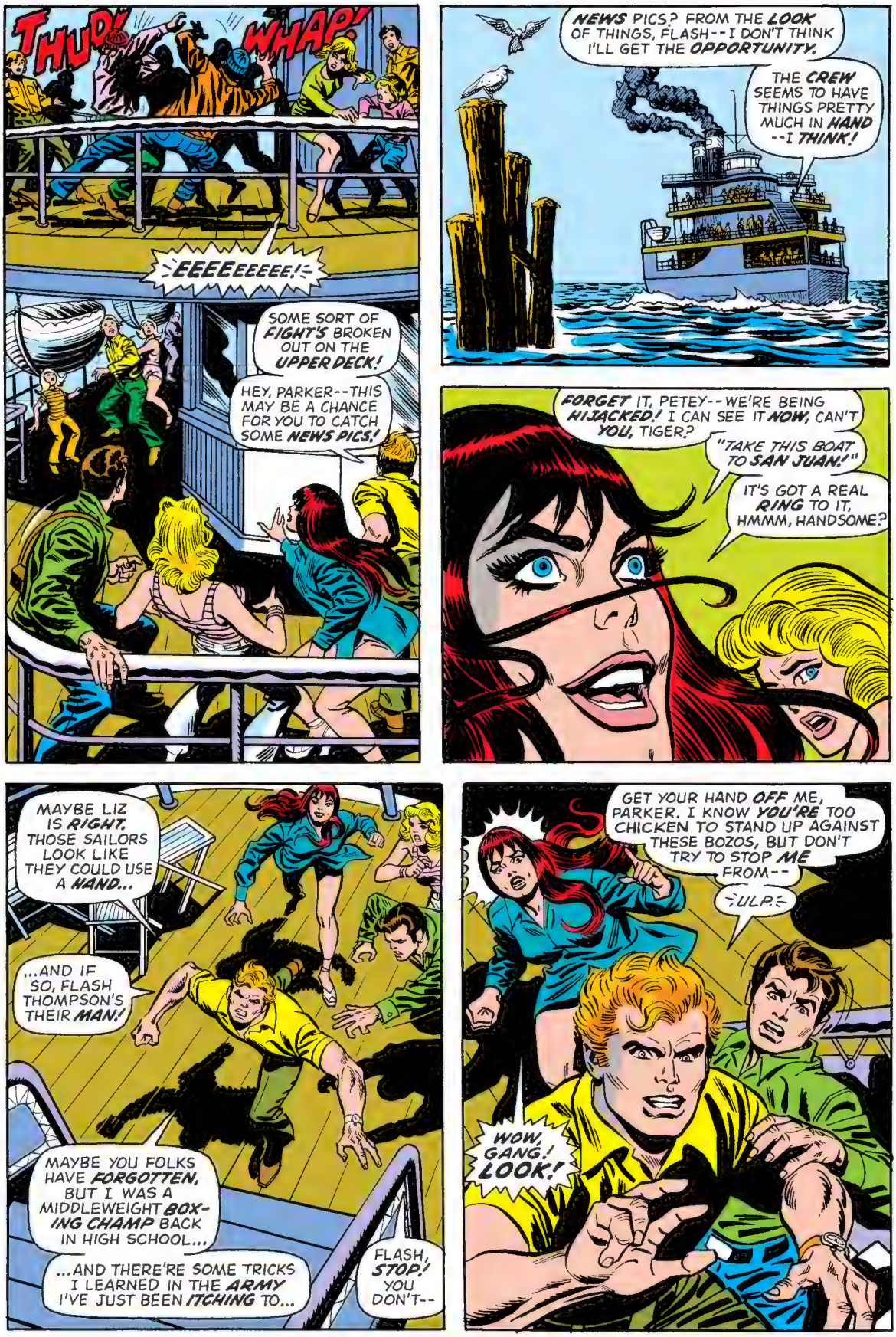

MOVE, HERO-MAN!
M.J. AND LIZ WILL KILL YOU IF YOU BLOW THIS TRIP.
AND WHICH IS WORSE? FACING A VILLAIN AS SPIDEY--
--OR CATCHING MARY JANE'S WRATH AS PETER PARKER?
GREAT. AS THOUGH I DIDN'T HAVE ENOUGH ON MY MIND AFTER THIS HASSLE WITH AUNT MAY*.. IT LOOKS LIKE I'M DOWN TO MY LAST WEB-CARTRIDGE!
*CATCH THE TITANIC FIRST ISSUE OF SUPER-GIANT SPIDER-MAN.--ROY.
CLINIC
HUDSON
GUESS I'LL JUST HAVE TO WAIT TILL TONIGHT TO PICK UP MORE WEBBING FROM MY APARTMENT...
...SINCE THERE'S NO WAY I'LL HAVE TIME TO GRAB THE CARTRIDGES NOW!
VOTE
ROW B
ABE BEAME
BUT WHAT DO I CARE? ONCE I'M ON THAT BOAT, IT'S BYE-BYE SPIDEY FOR THE NEXT EIGHT HOURS...
AND AFTER THE NONSENSE I'VE BEEN THROUGH LATELY... I NEED A REST!
SIXTEEN SECONDS LATER...
THERE HE IS NOW!
GET A MOVE ON, PARKER! THE BOAT'S ABOUT TO SAIL!
YOU HEARD THE MAN, TIGER. HUSTLE.
BENJAMIN

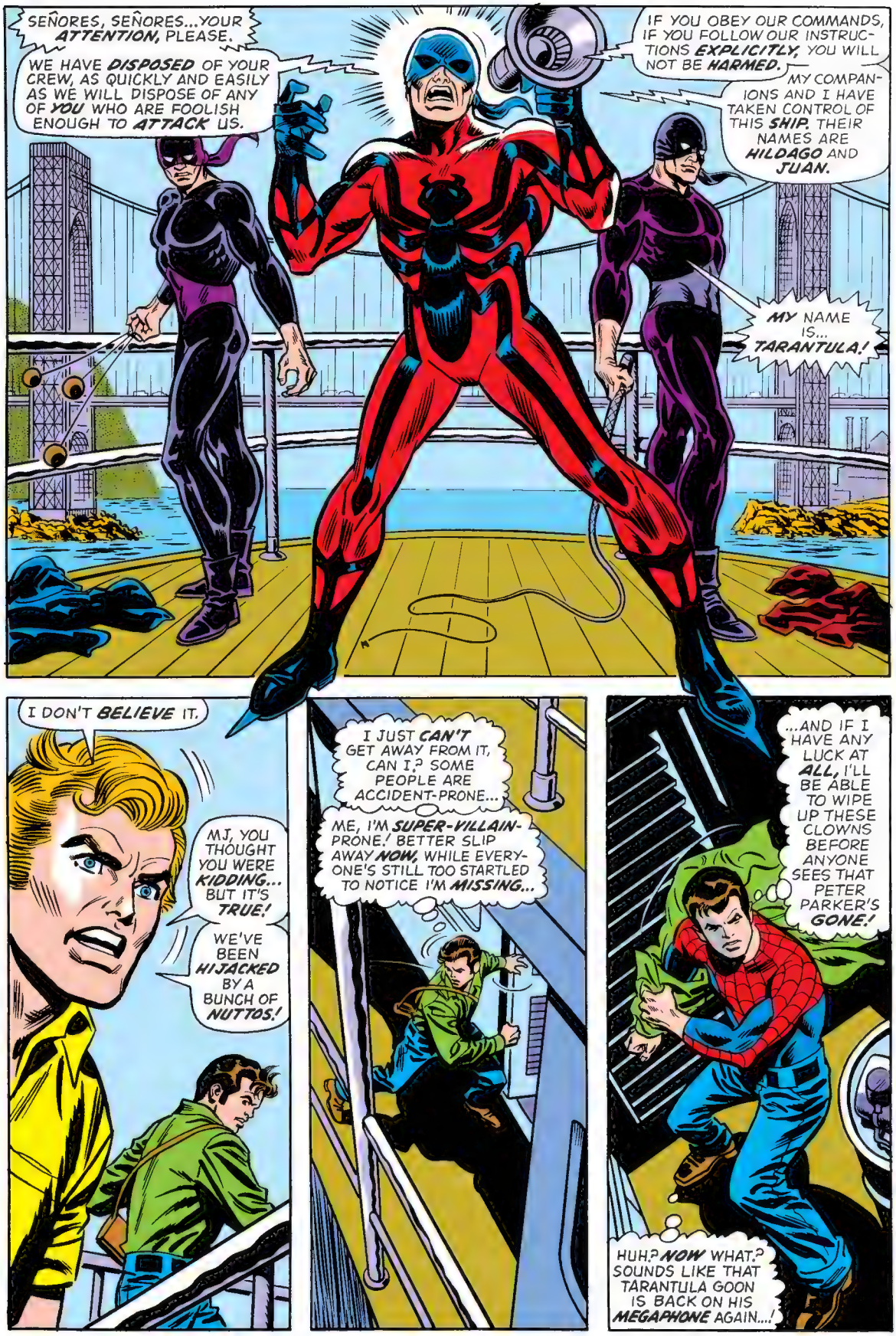

SORRY I'M LATE, GANG...BUT I HAD TO TAKE SOME PHOTOS OVER ON THE EAST SIDE.
THAT'S WHAT THE DAILY BUGLE PAYS ME FOR, CAPEESH?
YOU'RE HERE, PETEY. THAT'S ALL THAT MATTERS.
NOT TO MY EVER-LOVIN' PUBLISHER, LIZ. IF HE KNEW--
IF HE KNEW WHAT, PETE? THAT YOU'RE TAKING A DAY OFF?
WHAT KIND OF A SLAVE DRIVER IS J. JONAH JAMESON, ANYWAY?
OH...THE USUAL KIND, MJ. THE USUAL KIND.
GRINNING, PETER PARKER JOINS HIS FRIENDS ON THE DECK OF THE DECADE-OLD DAY LINER, WATCHING THE WATER CHURN AWAY FROM THE PROW OF THE BOAT AS THE CRUISER BEGINS ITS VOYAGE UP THE HUDSON...
...A VOYAGE WHICH WON'T BE AS UNEVENTFUL AS IT NOW MAY SEEM...
THAT'S ODD... MY SPIDER-SENSE IS TINGLING, WARNING ME THAT THERE'S DANGER SOMEWHERE NEAR....!
COULD THOSE MEN HAVE ANYTHING TO DO WITH IT?
NAH. THEY'RE TOURISTS... NOT BADDIES.
I'M PROBABLY ONLY SUFFERING A DELAYED-REACTION FROM ALL THE EXCITEMENT I'VE HAD RECENTLY... MY SPIDER-SENSE IS TWITCHING LIKE A MUSCLE YOU'VE USED TOO MUCH, THAT'S ALL.
I'M JUST TIRED... AND I'VE A RIGHT TO BE!

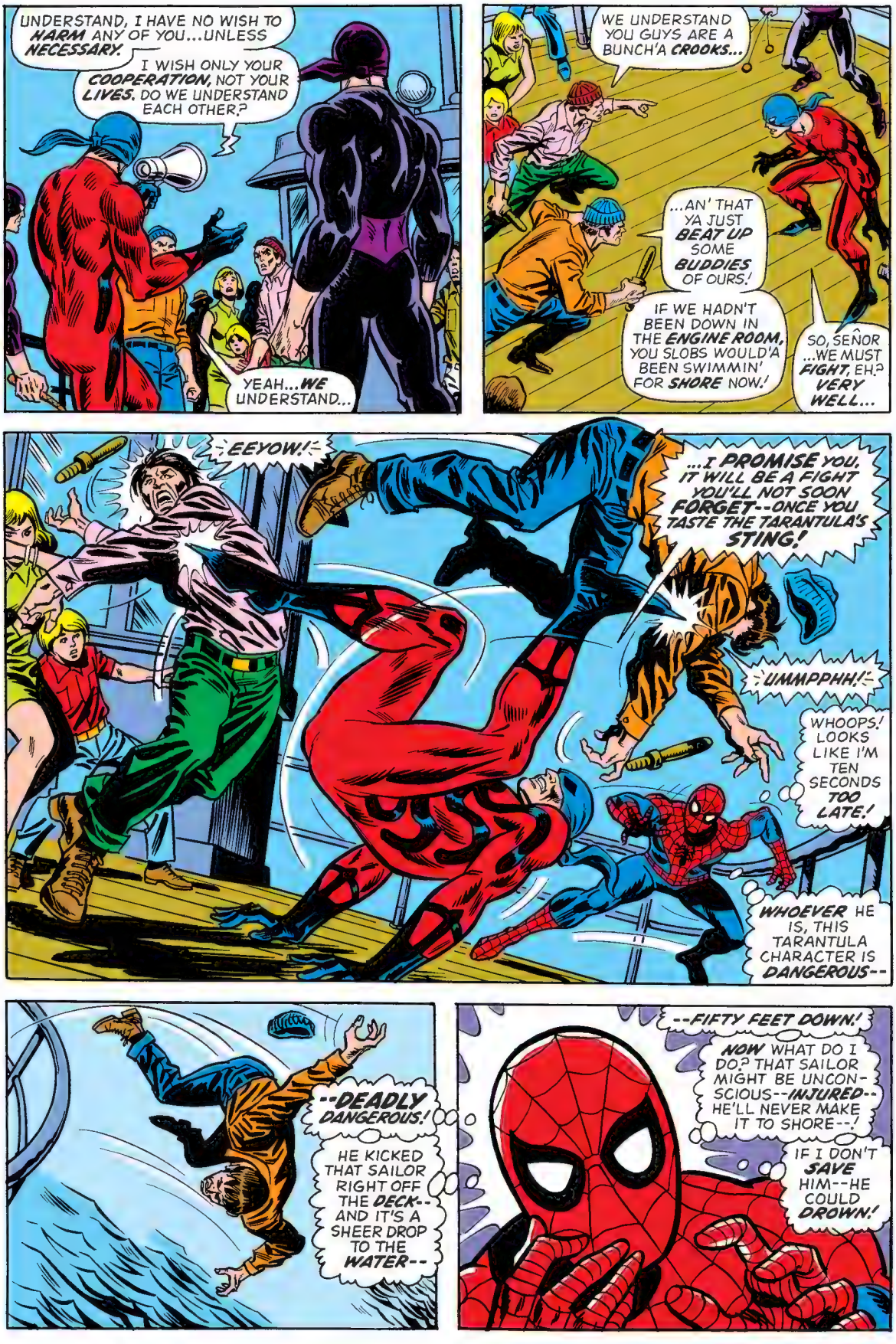

THE PAST FEW WEEKS, THINGS HAVE BEEN EXPLODING ALL AROUND ME...FIGURATIVELY AND LITERALLY.
I STILL CAN'T BELIEVE AUNT MAY WAS REALLY GOING TO MARRY DOCTOR OCTOPUS*...THAT HE PLANNED TO GET RID OF HER, ONCE HE TOOK JOINT TITLE OF A URANIUM MINE SHE'D INHERITED IN CANADA...
*IN SPIDEY #130.--R.T.
...AND THAT DOC OCK AND HIS ARCH-ENEMY, THE HAMMERHEAD, WERE BOTH DESTROYED IN A NUCLEAR EXPLOSION THAT TOOK THE ENTIRE ISLAND WITH IT... JUST AS AUNT MAY AND I ESCAPED!*
*IN SPIDEY #131.--R.T.


"IT ALL STARTS TO RUN TOGETHER AFTER THAT. I'M NOT REALLY SURE WHICH HAPPENED FIRST: MY RETURNING AUNT MAY TO ANNA WATSON'S APARTMENT, WHERE SHE'S BEEN RESTING EVER SINCE...
"...OR MOLTEN MAN'S SUDDEN REAPPEARANCE, JUST A FEW DAYS AGO*...
*SPIDEY #132.--R.T.

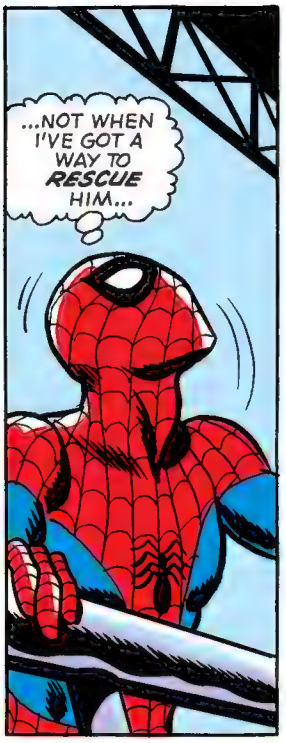

"ONE THING I AM SURE ABOUT: WHEN I BUMPED INTO LIZ ALLEN ON THE STREET THE OTHER NIGHT, IT WAS THE FIRST TIME I'D SEEN HER SINCE HIGH SCHOOL...
"I'D ALWAYS WONDERED WHAT HAPPENED TO LIZ...
"...BUT I NEVER THOUGHT SHE'D BECOME A NURSE..."
...SO SHE COULD BE NEAR HER STEP-BROTHER...A GUY WHO TURNED OUT TO BE...THE MOLTEN MAN!
WHAK!
IT'S BEEN A HECTIC COUPLE OF WEEKS, I'VE GOT TO ADMIT. I'M JUST GLAD IT'S ALL OVER NOW... HUH?
OVER? WEB-SLINGER, IN CASE YOU HAVEN'T GUESSED...IT'S NEVER "ALL OVER"! FOR...


THUD!
WHAP!
EEEEeeeee!
SOME SORT OF FIGHT'S BROKEN OUT ON THE UPPER DECK!
HEY, PARKER--THIS MAY BE A CHANCE FOR YOU TO CATCH SOME NEWS PICS!
NEWS PICS? FROM THE LOOK OF THINGS, FLASH--I DON'T THINK I'LL GET THE OPPORTUNITY.
THE CREW SEEMS TO HAVE THINGS PRETTY MUCH IN HAND --I THINK!
FORGET IT, PETEY--WE'RE BEING HIJACKED! I CAN SEE IT NOW, CAN'T YOU, TIGER?
"TAKE THIS BOAT TO SAN JUAN!"
IT'S GOT A REAL RING TO IT, HMMM, HANDSOME?
MAYBE LIZ IS RIGHT. THOSE SAILORS LOOK LIKE THEY COULD USE A HAND...
...AND IF SO, FLASH THOMPSON'S THEIR MAN!
MAYBE YOU FOLKS HAVE FORGOTTEN, BUT I WAS A MIDDLEWEIGHT BOXING CHAMP BACK IN HIGH SCHOOL...
...AND THERE'RE SOME TRICKS I LEARNED IN THE ARMY I'VE JUST BEEN ITCHING TO...
FLASH, STOP! YOU DON'T--
GET YOUR HAND OFF ME, PARKER. I KNOW YOU'RE TOO CHICKEN TO STAND UP AGAINST THESE BOZOS, BUT DON'T TRY TO STOP ME FROM--
ULP!
WOW, GANG! LOOK!

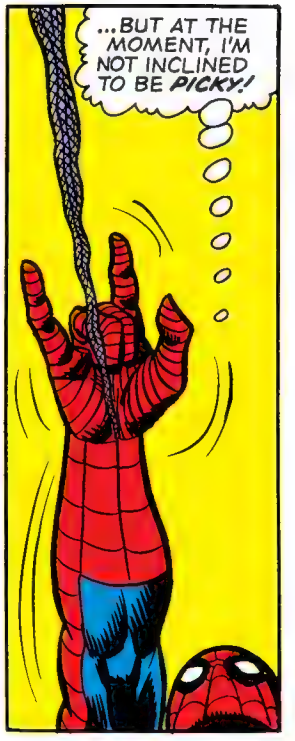

SEÑORES, SEÑORES...YOUR ATTENTION, PLEASE.
WE HAVE DISPOSED OF YOUR CREW, AS QUICKLY AND EASILY AS WE WILL DISPOSE OF ANY OF YOU WHO ARE FOOLISH ENOUGH TO ATTACK US.
IF YOU OBEY OUR COMMANDS, IF YOU FOLLOW OUR INSTRUCTIONS EXPLICITLY, YOU WILL NOT BE HARMED.
MY COMPANIONS AND I HAVE TAKEN CONTROL OF THIS SHIP. THEIR NAMES ARE HILDAGO AND JUAN.
MY NAME IS... TARANTULA!
I DON'T BELIEVE IT.
MJ, YOU THOUGHT YOU WERE KIDDING... BUT IT'S TRUE!
WE'VE BEEN HIJACKED BY A BUNCH OF NUTTOS!
I JUST CAN'T GET AWAY FROM IT, CAN I,? SOME PEOPLE ARE ACCIDENT-PRONE...
ME, I'M SUPER-VILLAIN-PRONE! BETTER SLIP AWAY NOW, WHILE EVERYONE'S STILL TOO STARTLED TO NOTICE I'M MISSING...
...AND IF I HAVE ANY LUCK AT ALL, I'LL BE ABLE TO WIPE UP THESE CLOWNS BEFORE ANYONE SEES THAT PETER PARKER'S GONE!
HUH,? NOW WHAT,? SOUNDS LIKE THAT TARANTULA GOON IS BACK ON HIS MEGAPHONE AGAIN...!


UNDERSTAND, I HAVE NO WISH TO HARM ANY OF YOU...UNLESS NECESSARY.
I WISH ONLY YOUR COOPERATION, NOT YOUR LIVES. DO WE UNDERSTAND EACH OTHER?
YEAH...WE UNDERSTAND...
WE UNDERSTAND YOU GUYS ARE A BUNCH'A CROOKS...
...AN' THAT YA JUST BEAT UP SOME BUDDIES OF OURS!
IF WE HADN'T BEEN DOWN IN THE ENGINE ROOM, YOU SLOBS WOULD'A BEEN SWIMMIN' FOR SHORE NOW!
SO, SEÑOR ...WE MUST FIGHT, EH? VERY WELL...
-EEYOW!-
...I PROMISE YOU, IT WILL BE A FIGHT YOU'LL NOT SOON FORGET--ONCE YOU TASTE THE TARANTULA'S STING!
-UMMPPHH!-
WHOOPS! LOOKS LIKE I'M TEN SECONDS TOO LATE!
WHOEVER HE IS, THIS TARANTULA CHARACTER IS DANGEROUS--
--DEADLY DANGEROUS!
HE KICKED THAT SAILOR RIGHT OFF THE DECK--AND IT'S A SHEER DROP TO THE WATER--
--FIFTY FEET DOWN!
NOW WHAT DO I DO? THAT SAILOR MIGHT BE UNCONSCIOUS--INJURED--HE'LL NEVER MAKE IT TO SHORE--!
IF I DON'T SAVE HIM--HE COULD DROWN!

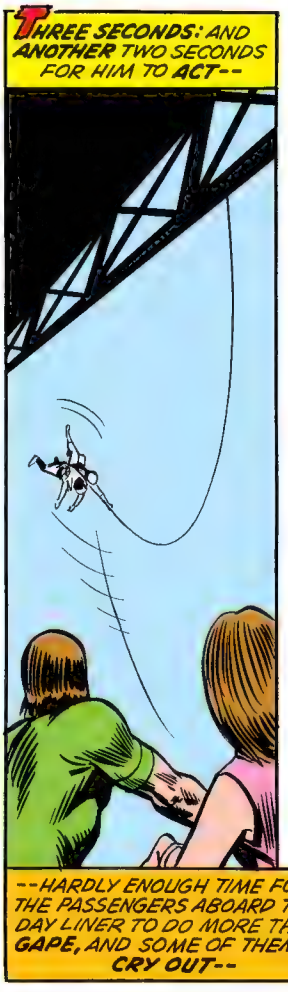
BUT IF I GO AFTER HIM-- WHAT ABOUT TARANTULA-- WHAT ABOUT THIS SHIP?
NO. I CAN'T THINK ABOUT THAT...I CAN'T LET A MAN DIE...


...NOT WHEN I'VE GOT A WAY TO RESCUE HIM...

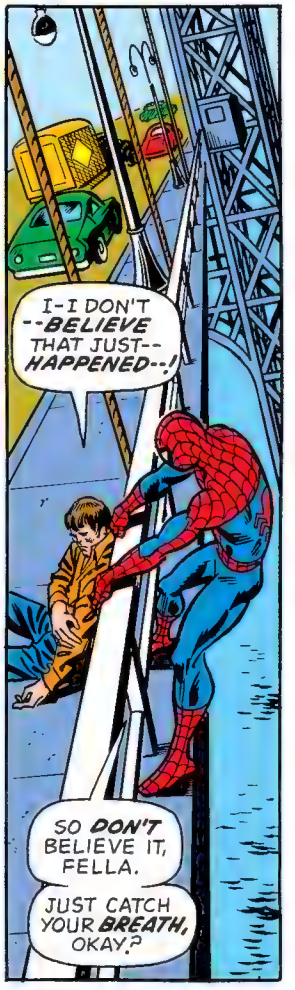
...A PRETTY TRICKY WAY...

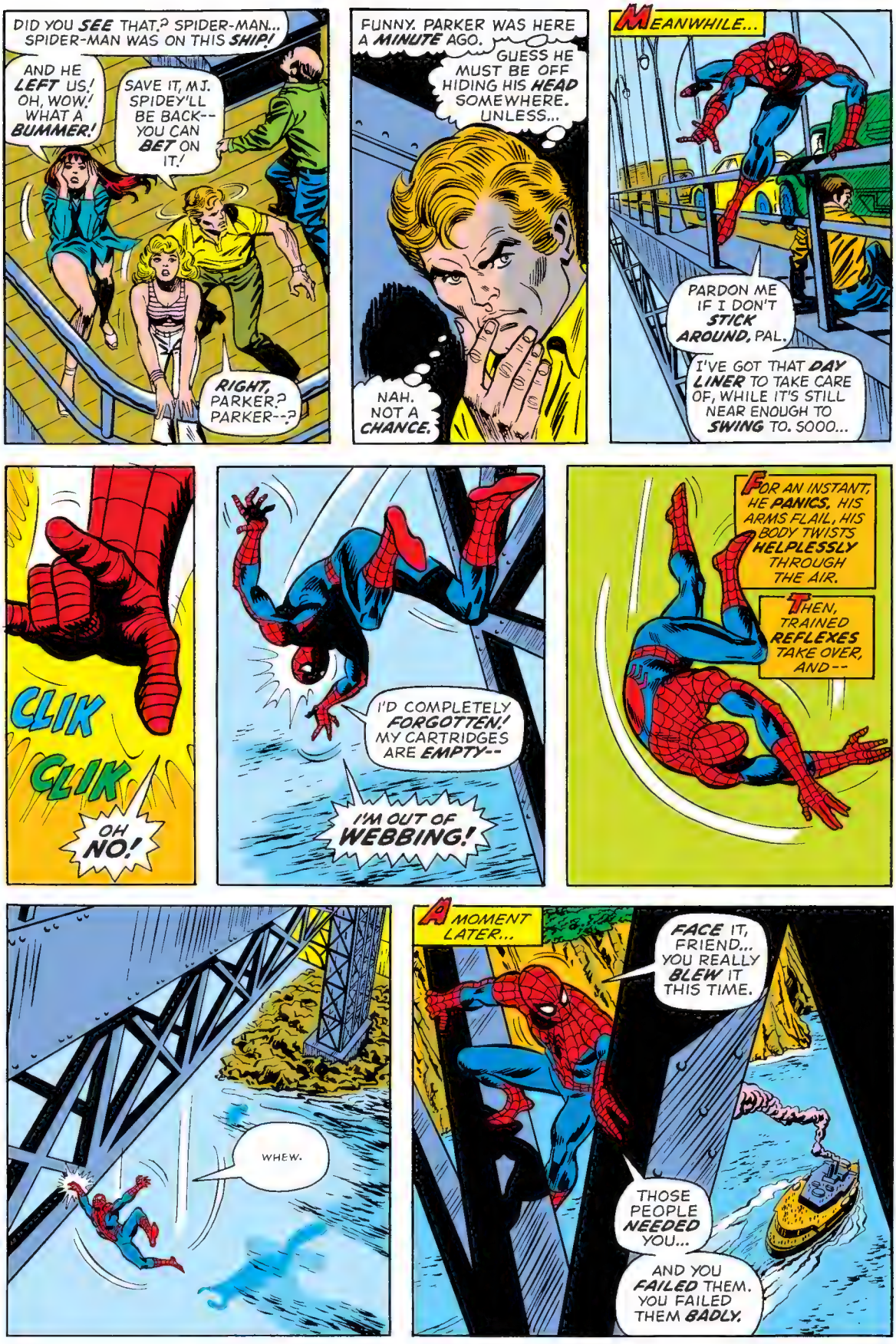

...BUT AT THE MOMENT, I'M NOT INCLINED TO BE PICKY!

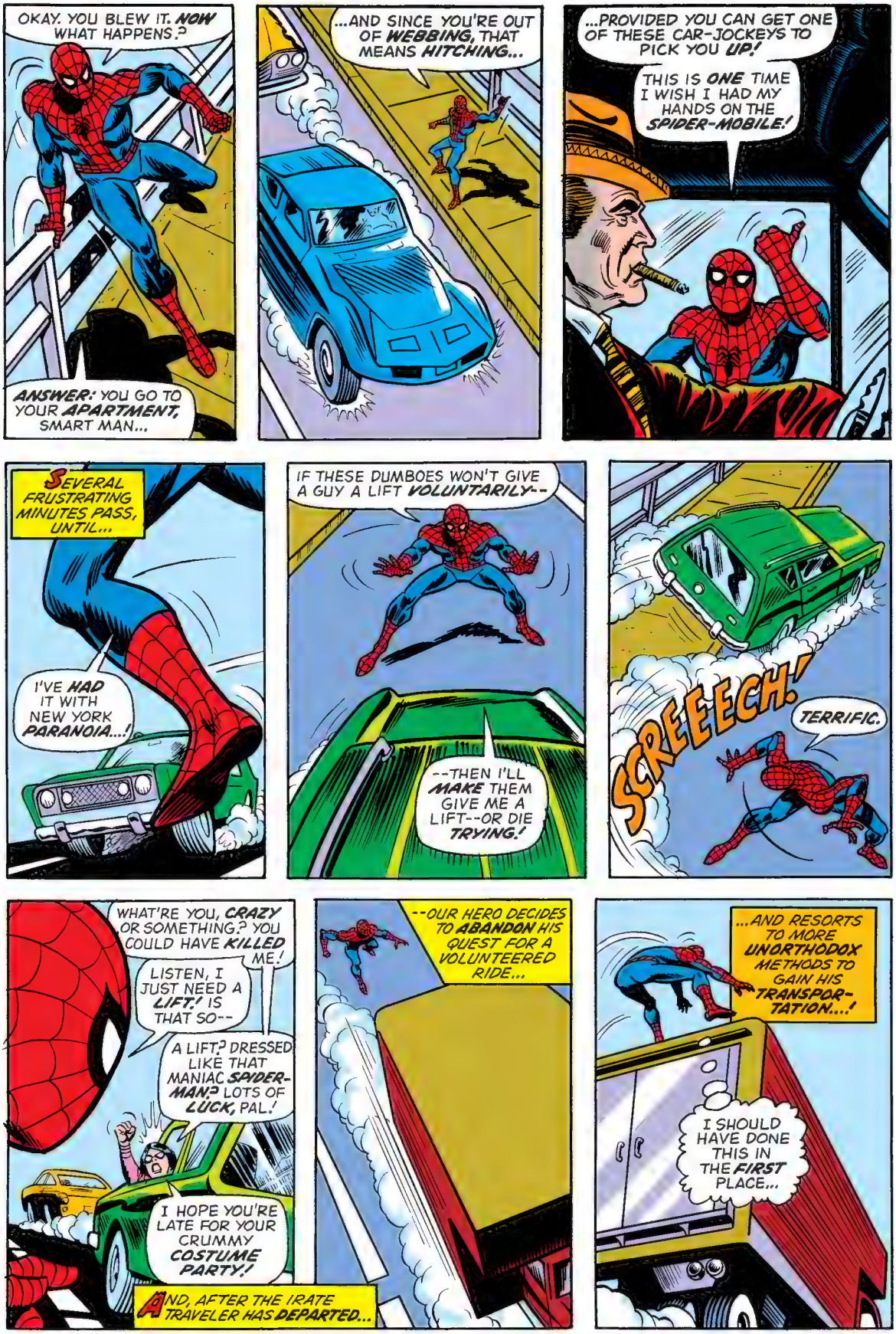
THREE SECONDS:
THAT'S ALL THE TIME IT'S TAKEN FOR THESE THOUGHTS TO FLY THROUGH OUR HERO'S MIND.

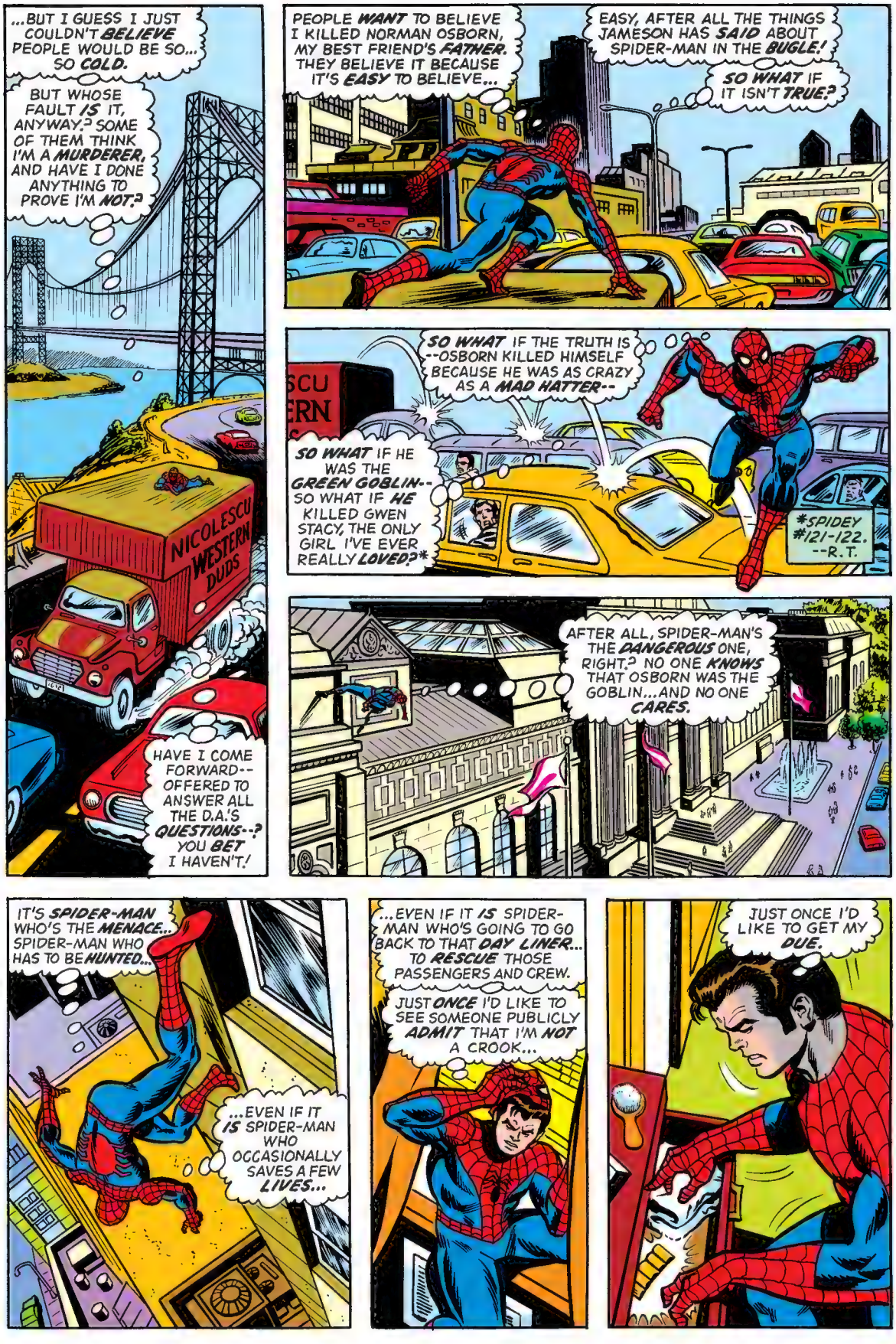

THREE SECONDS: AND ANOTHER TWO SECONDS FOR HIM TO ACT--
--HARDLY ENOUGH TIME FOR THE PASSENGERS ABOARD THE DAY LINER TO DO MORE THAN GAPE, AND SOME OF THEM, CRY OUT--

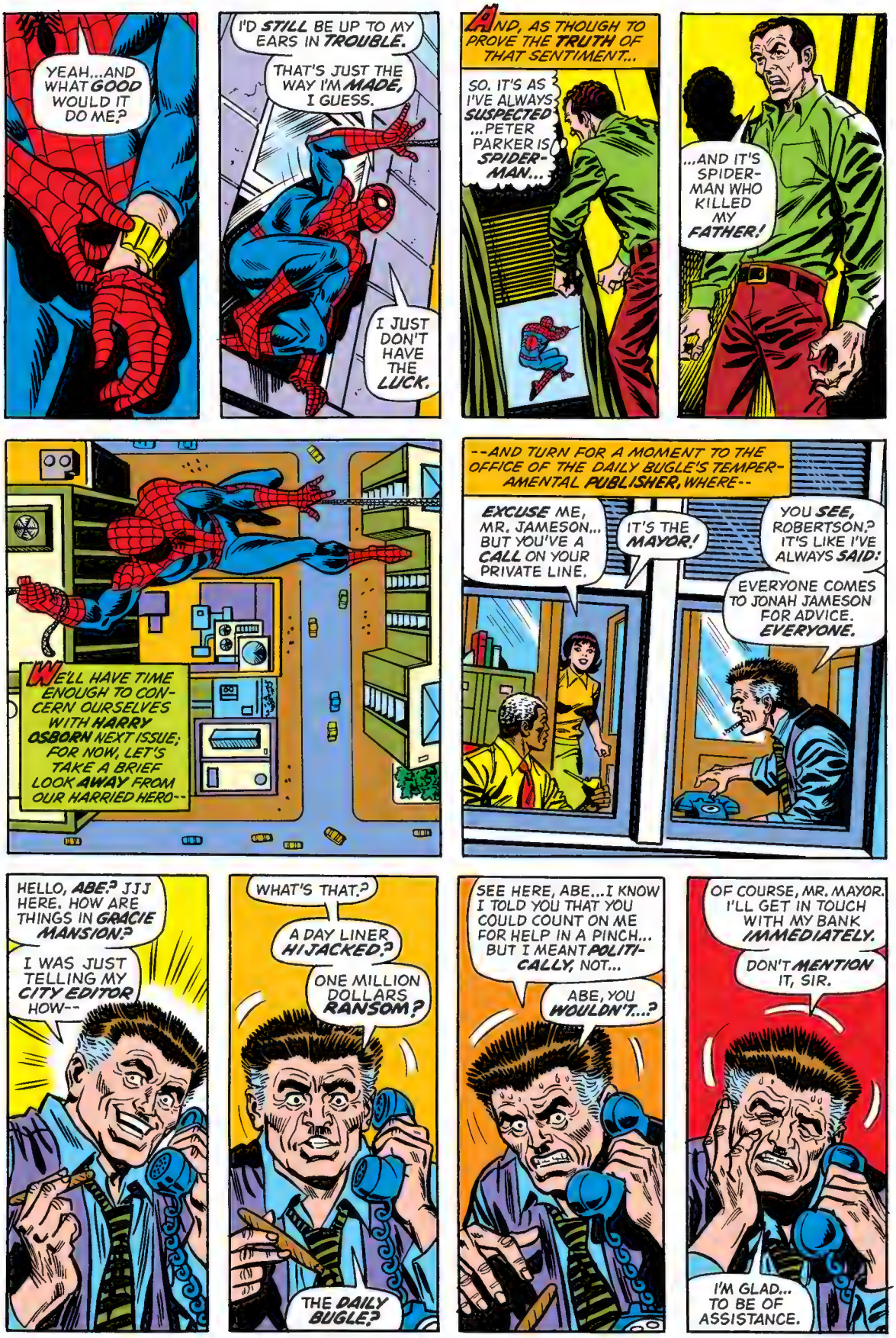
--BUT MORE THAN ENOUGH TIME FOR A LEVEL-HEADED WEB-SPINNER TO SAVE A FOUNDERING SAILOR'S LIFE!


I-I DON'T --BELIEVE THAT JUST-- HAPPENED--!
SO DON'T BELIEVE IT, FELLA.
JUST CATCH YOUR BREATH, OKAY?

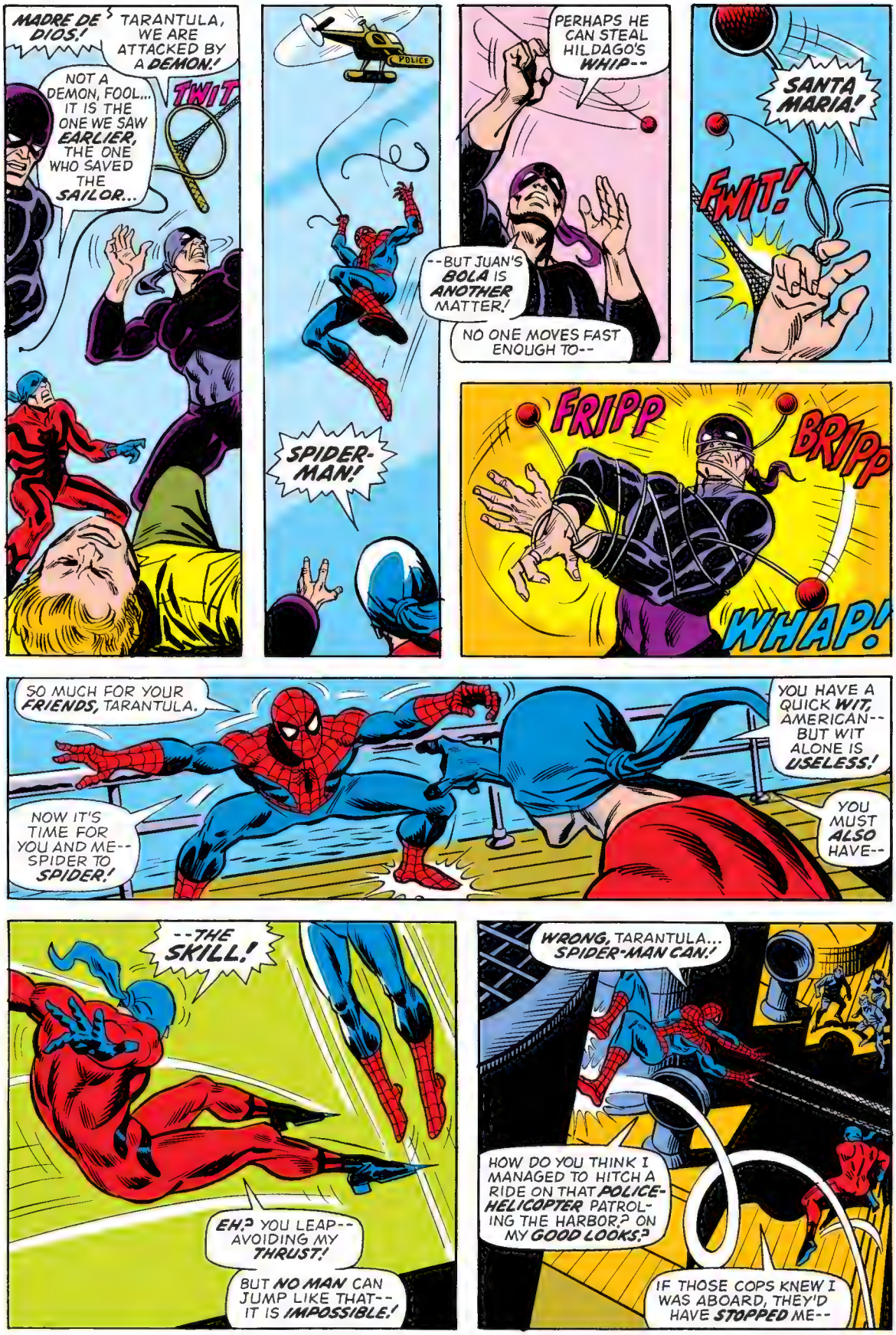

DID YOU SEE THAT.? SPIDER-MAN... SPIDER-MAN WAS ON THIS SHIP!
AND HE LEFT US! OH, WOW! WHAT A BUMMER!
SAVE IT, MJ. SPIDEY'LL BE BACK-- YOU CAN BET ON IT!
RIGHT, PARKER.? PARKER--?
FUNNY. PARKER WAS HERE A MINUTE AGO.
GUESS HE MUST BE OFF HIDING HIS HEAD SOMEWHERE. UNLESS...
NAH. NOT A CHANCE.
MEANWHILE...
PARDON ME IF I DON'T STICK AROUND, PAL.
I'VE GOT THAT DAY LINER TO TAKE CARE OF, WHILE IT'S STILL NEAR ENOUGH TO SWING TO. SOOO...
CLIK
CLIK
OH NO!
I'D COMPLETELY FORGOTTEN! MY CARTRIDGES ARE EMPTY--
I'M OUT OF WEBBING!
FOR AN INSTANT, HE PANICS. HIS ARMS FLAIL, HIS BODY TWISTS HELPLESSLY THROUGH THE AIR.
THEN, TRAINED REFLEXES TAKE OVER, AND--
WHEW.
A MOMENT LATER...
FACE IT, FRIEND... YOU REALLY BLEW IT THIS TIME.
THOSE PEOPLE NEEDED YOU...
AND YOU FAILED THEM. YOU FAILED THEM BADLY.

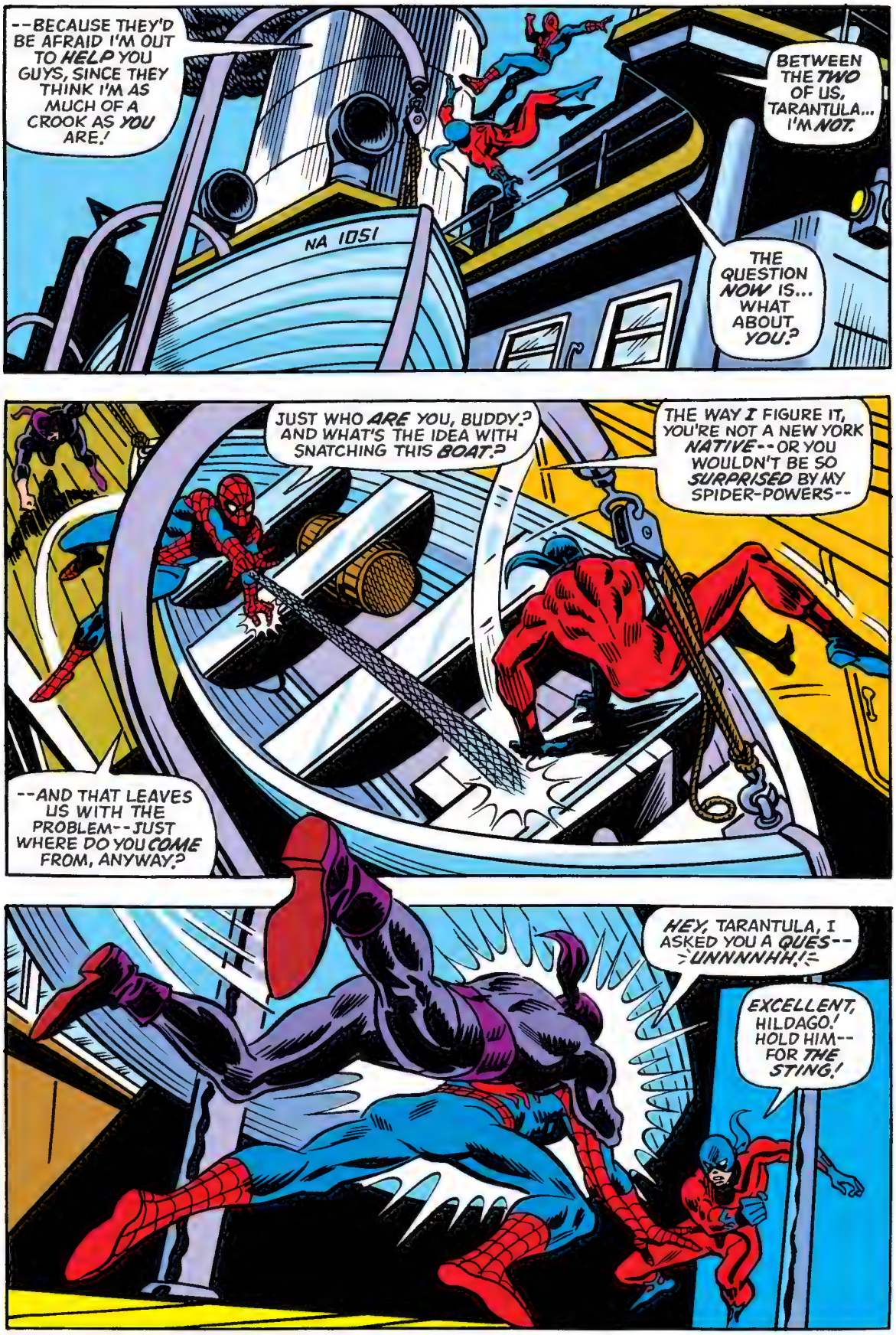

OKAY. YOU BLEW IT. NOW WHAT HAPPENS?
ANSWER: YOU GO TO YOUR APARTMENT, SMART MAN...
...AND SINCE YOU'RE OUT OF WEBBING, THAT MEANS HITCHING...
...PROVIDED YOU CAN GET ONE OF THESE CAR-JOCKEYS TO PICK YOU UP!
THIS IS ONE TIME I WISH I HAD MY HANDS ON THE SPIDER-MOBILE!
SEVERAL FRUSTRATING MINUTES PASS, UNTIL...
I'VE HAD IT WITH NEW YORK PARANOIA...!
IF THESE DUMBOES WON'T GIVE A GUY A LIFT VOLUNTARILY--
--THEN I'LL MAKE THEM GIVE ME A LIFT--OR DIE TRYING!
SCREEECH!
TERRIFIC.
WHAT'RE YOU, CRAZY OR SOMETHING? YOU COULD HAVE KILLED ME!
LISTEN, I JUST NEED A LIFT! IS THAT SO--
A LIFT? DRESSED LIKE THAT MANIAC SPIDER-MAN? LOTS OF LUCK, PAL!
I HOPE YOU'RE LATE FOR YOUR CRUMMY COSTUME PARTY!
AND, AFTER THE IRATE TRAVELER HAS DEPARTED...
--OUR HERO DECIDES TO ABANDON HIS QUEST FOR A VOLUNTEERED RIDE...
...AND RESORTS TO MORE UNORTHODOX METHODS TO GAIN HIS TRANSPORTATION...!
I SHOULD HAVE DONE THIS IN THE FIRST PLACE...

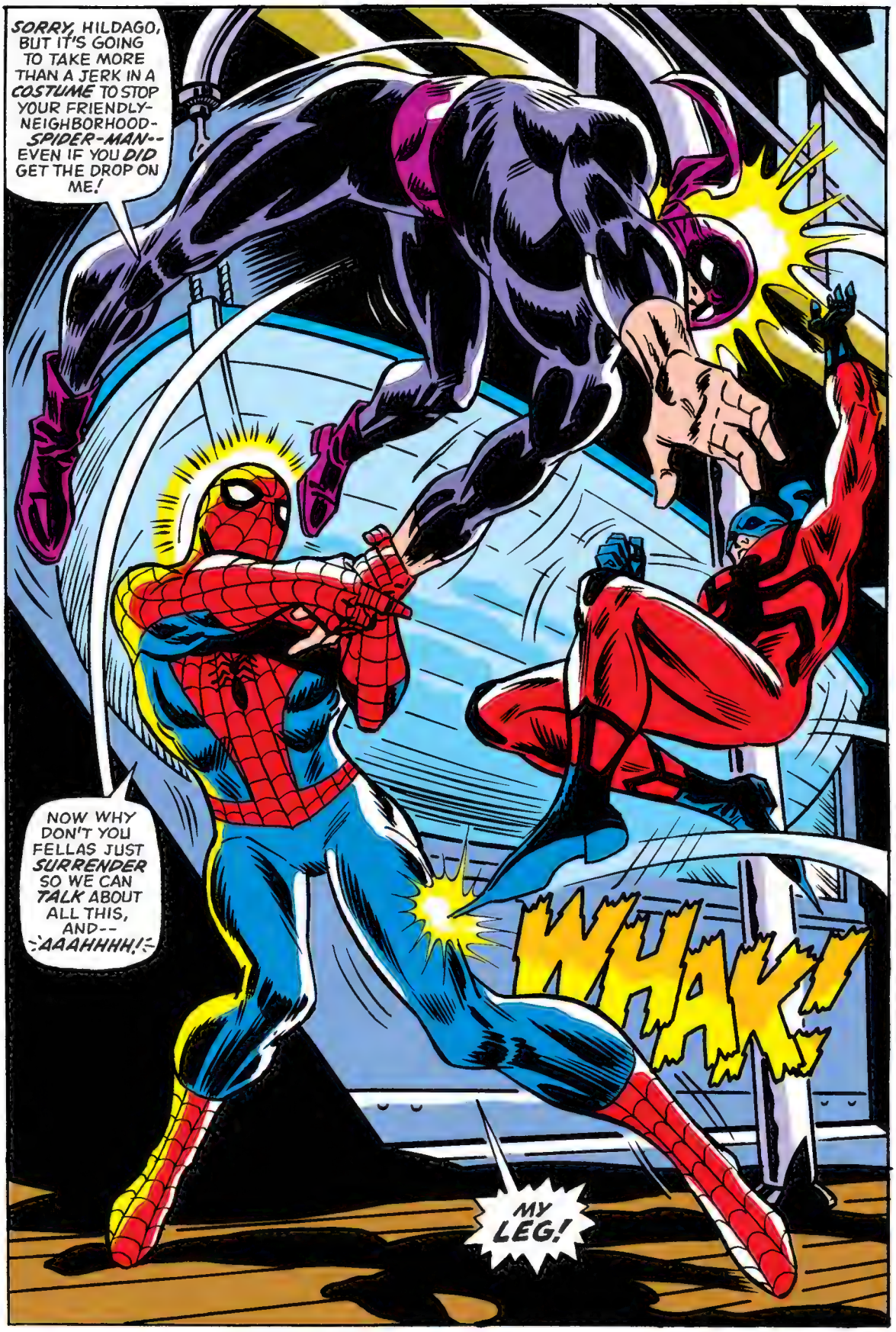

...BUT I GUESS I JUST COULDN'T BELIEVE PEOPLE WOULD BE SO... SO COLD.
BUT WHOSE FAULT IS IT, ANYWAY,? SOME OF THEM THINK I'M A MURDERER, AND HAVE I DONE ANYTHING TO PROVE I'M NOT.?
NICOLESCU WESTERN DUDS
HAVE I COME FORWARD-- OFFERED TO ANSWER ALL THE D.A.'S QUESTIONS--? YOU BET I HAVEN'T!
PEOPLE WANT TO BELIEVE I KILLED NORMAN OSBORN, MY BEST FRIEND'S FATHER. THEY BELIEVE IT BECAUSE IT'S EASY TO BELIEVE...
EASY, AFTER ALL THE THINGS JAMESON HAS SAID ABOUT SPIDER-MAN IN THE BUGLE!
SO WHAT IF IT ISN'T TRUE?
SO WHAT IF THE TRUTH IS --OSBORN KILLED HIMSELF BECAUSE HE WAS AS CRAZY AS A MAD HATTER--
SO WHAT IF HE WAS THE GREEN GOBLIN-- SO WHAT IF HE KILLED GWEN STACY, THE ONLY GIRL I'VE EVER REALLY LOVED?*
*SPIDEY #121-122. --R.T.
AFTER ALL, SPIDER-MAN'S THE DANGEROUS ONE, RIGHT,? NO ONE KNOWS THAT OSBORN WAS THE GOBLIN...AND NO ONE CARES.
IT'S SPIDER-MAN WHO'S THE MENACE... SPIDER-MAN WHO HAS TO BE HUNTED...
...EVEN IF IT IS SPIDER-MAN WHO OCCASIONALLY SAVES A FEW LIVES...
...EVEN IF IT IS SPIDER-MAN WHO'S GOING TO GO BACK TO THAT DAY LINER... TO RESCUE THOSE PASSENGERS AND CREW.
JUST ONCE I'D LIKE TO SEE SOMEONE PUBLICLY ADMIT THAT I'M NOT A CROOK...
JUST ONCE I'D LIKE TO GET MY DUE.


YEAH...AND WHAT GOOD WOULD IT DO ME?
I'D STILL BE UP TO MY EARS IN TROUBLE.
THAT'S JUST THE WAY I'M MADE, I GUESS.
I JUST DON'T HAVE THE LUCK.
AND, AS THOUGH TO PROVE THE TRUTH OF THAT SENTIMENT...
SO. IT'S AS I'VE ALWAYS SUSPECTED ...PETER PARKER IS SPIDER-MAN...
...AND IT'S SPIDER-MAN WHO KILLED MY FATHER!
WE'LL HAVE TIME ENOUGH TO CONCERN OURSELVES WITH HARRY OSBORN NEXT ISSUE; FOR NOW, LET'S TAKE A BRIEF LOOK AWAY FROM OUR HARRIED HERO--
--AND TURN FOR A MOMENT TO THE OFFICE OF THE DAILY BUGLE'S TEMPERAMENTAL PUBLISHER, WHERE--
EXCUSE ME, MR. JAMESON... BUT YOU'VE A CALL ON YOUR PRIVATE LINE.
IT'S THE MAYOR!
YOU SEE, ROBERTSON? IT'S LIKE I'VE ALWAYS SAID:
EVERYONE COMES TO JONAH JAMESON FOR ADVICE. EVERYONE.
HELLO, ABE? JJJ HERE. HOW ARE THINGS IN GRACIE MANSION?
I WAS JUST TELLING MY CITY EDITOR HOW--
WHAT'S THAT?
A DAY LINER HIJACKED?
ONE MILLION DOLLARS RANSOM?
THE DAILY BUGLE?
SEE HERE, ABE...I KNOW I TOLD YOU THAT YOU COULD COUNT ON ME FOR HELP IN A PINCH... BUT I MEANT POLITICALLY, NOT...
ABE, YOU WOULDN'T...?
OF COURSE, MR. MAYOR. I'LL GET IN TOUCH WITH MY BANK IMMEDIATELY.
DON'T MENTION IT, SIR.
I'M GLAD... TO BE OF ASSISTANCE.

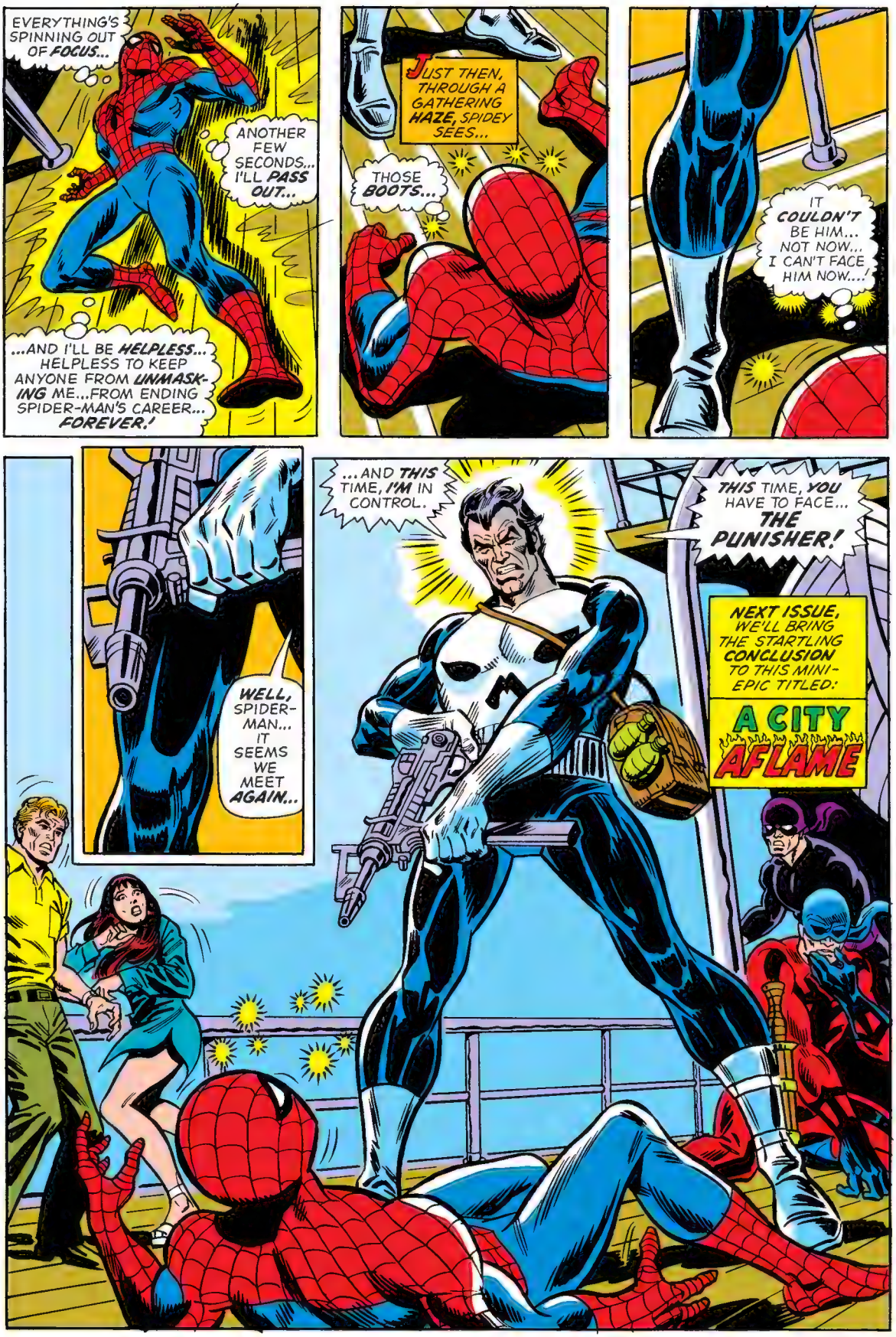
WHAT IS IT, JONAH? SOMETHING ABOUT RANSOM FOR A HIJACKED CRUISE SHIP?
AND WE'VE GOT TO ARRANGE FOR THE PAYMENT...OR THE MAYOR WILL HAVE THE CITY COUNCIL REVIEW THE BUGLE'S CHARTER...
...AND I'LL GO OUT OF BUSINESS!
JOHN LINDSAY, WHERE ARE YOU WHEN I NEED YOU?
GOOD QUESTION, JONAH; PITY WE DON'T HAVE TIME TO DIG UP AN ANSWER, FOR, AT THIS MOMENT, ABOARD THE DAY LINER IN QUESTION, ALREADY SEVERAL MILES UP THE UNCARING HUDSON...
AURA
SEÑORITA, I SAID GIVE ME YOUR PURSE...
...AND THAT IS EXACTLY WHAT I MEAN.
WHILE WE ARE WAITING FOR YOUR MAYOR TO COLLECT THE MONEY FOR THE RANSOM OF THIS FINE VESSEL, WE WILL MAKE OUR OWN COLLECTION, SI?
EVERYONE ON BOARD WILL CONTRIBUTE... INCLUDING YOU AND YOUR FRIENDS.
PLEASE DO NOT MAKE US USE FORCE.
JUST TRY IT, BUDDY!
YOU AND YOUR CREEP FRIENDS DON'T FRIGHTEN ME--
--NOT ONE BIT!
THEN HILDAGO MUST GIVE YOU A REASON FOR FEAR, SI?
PERHAPS THIS, TONTO,?*
NOW YOU WILL BE SILENT, SI?
*FOOL. --R.T.
NOW I WILL BE SILENT...NO!
I'VE LET YOU PUSH US AROUND FOR TWO HOURS.
I WON'T LET YOU PUSH US ANY MORE!
YOU HAVE NO CHOICE. IF HILDAGO'S HAND IS NOT ENOUGH TO TEACH YOU MANNERS, THEN PERHAPS THIS WHIP--
KRAK!


MADRE DE DIOS!
TARANTULA, WE ARE ATTACKED BY A DEMON!
NOT A DEMON, FOOL... IT IS THE ONE WE SAW EARLIER, THE ONE WHO SAVED THE SAILOR...
TWIT
POLICE
SPIDER-MAN!
PERHAPS HE CAN STEAL HILDAGO'S WHIP--
--BUT JUAN'S BOLA IS ANOTHER MATTER!
NO ONE MOVES FAST ENOUGH TO--
SANTA MARIA!
FWIT!
FRIPP
BRIPP
WHAP!
SO MUCH FOR YOUR FRIENDS, TARANTULA.
NOW IT'S TIME FOR YOU AND ME-- SPIDER TO SPIDER!
YOU HAVE A QUICK WIT, AMERICAN-- BUT WIT ALONE IS USELESS!
YOU MUST ALSO HAVE--
--THE SKILL!
EH,? YOU LEAP-- AVOIDING MY THRUST!
BUT NO MAN CAN JUMP LIKE THAT-- IT IS IMPOSSIBLE!
WRONG, TARANTULA... SPIDER-MAN CAN!
HOW DO YOU THINK I MANAGED TO HITCH A RIDE ON THAT POLICE-HELICOPTER PATROLING THE HARBOR,? ON MY GOOD LOOKS,?
IF THOSE COPS KNEW I WAS ABOARD, THEY'D HAVE STOPPED ME--


--BECAUSE THEY'D BE AFRAID I'M OUT TO HELP YOU GUYS, SINCE THEY THINK I'M AS MUCH OF A CROOK AS YOU ARE!
NA 105!
BETWEEN THE TWO OF US, TARANTULA... I'M NOT.
THE QUESTION NOW IS... WHAT ABOUT YOU?
JUST WHO ARE YOU, BUDDY? AND WHAT'S THE IDEA WITH SNATCHING THIS BOAT?
THE WAY I FIGURE IT, YOU'RE NOT A NEW YORK NATIVE--OR YOU WOULDN'T BE SO SURPRISED BY MY SPIDER-POWERS--
--AND THAT LEAVES US WITH THE PROBLEM--JUST WHERE DO YOU COME FROM, ANYWAY?
HEY, TARANTULA, I ASKED YOU A QUES--
=UNNNNHH!=
EXCELLENT, HILDAGO! HOLD HIM--FOR THE STING!


SORRY, HILDAGO, BUT IT'S GOING TO TAKE MORE THAN A JERK IN A COSTUME TO STOP YOUR FRIENDLY-NEIGHBORHOOD-SPIDER-MAN--EVEN IF YOU DID GET THE DROP ON ME!
NOW WHY DON'T YOU FELLAS JUST SURRENDER SO WE CAN TALK ABOUT ALL THIS, AND--
AAAHHHH!
WHAK!
MY LEG!

SO, SPIDER-MAN...AT LAST YOU UNDERSTAND.
TARANTULA IS IS NOT SO HELPLESS AS YOU WOULD THINK, NO?
YOU CAN SAY THAT AGAIN, TWINKLE-TOES!
YOU SCORED THE FIRST STRIKE--BUT ONE TOUCH ISN'T ENOUGH TO WIN THE GAME!
I'VE STILL GOT SOME FIGHT LEFT IN ME, AND I'LL STILL--OH NO! NO!
DON'T WORRY, SPIDEY--OLD FLASH WON'T LET YOU DOWN!
GET OUT OF HERE, THOMPSON--YOU'LL BE KILLED IF YOU DON'T--AAAHHH!
FAK!
MY SECOND SCORE, AMERICAN CRIME-FIGHTER. PERHAPS THE LAST, SI?
SI!
BUT NOT FOR ME, TARANTULA--FOR YOU!
SWOT!
YET, EVEN AS THE MASKED VILLAIN CALLED TARANTULA SLUMPS STUNNED TO THE DECK...
I GAVE THAT LAST PUNCH--EVERYTHING I HAD--TOO DIZZY TO STAND NOW--
TARANTULA MUST HAVE HAD SOME SORT OF DRUG ON THOSE STINGS OF HIS--
--LOOKS LIKE I WON THE BATTLE--
--BUT HE'S WON THE WAR!


EVERYTHING'S SPINNING OUT OF FOCUS...
ANOTHER FEW SECONDS... I'LL PASS OUT...
...AND I'LL BE HELPLESS... HELPLESS TO KEEP ANYONE FROM UNMASKING ME...FROM ENDING SPIDER-MAN'S CAREER... FOREVER!
JUST THEN, THROUGH A GATHERING HAZE, SPIDEY SEES...
THOSE BOOTS...
IT COULDN'T BE HIM... NOT NOW... I CAN'T FACE HIM NOW...!
WELL, SPIDER-MAN... IT SEEMS WE MEET AGAIN...
...AND THIS TIME, I'M IN CONTROL.
THIS TIME, YOU HAVE TO FACE... THE PUNISHER!
NEXT ISSUE, WE'LL BRING THE STARTLING CONCLUSION TO THIS MINI-EPIC TITLED:
A CITY AFLAME

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the AMAZING SPIDER-MAN®
FACE IT FRIEND! THIS ISSUE'S GOT EVERYTHING...
...INCLUDING THE TERRIBLE TARANTULA--- HARRY OSBORNE'S SHOCKING DISCOVERY... AND THE OMINOUS
RETURN OF THE PUNISHER!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

GERRY CONWAY * AUTHOR * ROSS ANDRU * ARTIST * FRANK GIACOIA * EMBELLISHER * ARTIE SIMEK, L. LESSMANN, LETTERER * COLORIST * ROY THOMAS * EDITOR

SHOOT-OUT IN CENTRAL PARK!
THAT'S RIGHT, SPIDER-MAN... IT'S THE PUNISHER.
YOU FOOLED ME ONCE BEFORE WITH YOUR "MISTER INNOCENT" ACT--BUT THIS TIME I CAUGHT YOU RED-HANDED WITH YOUR GANGSTER-CRONIES!
SO SAY YOUR PRAYERS, WALL-CRAWLER-- THIS TIME YOU'RE GOING TO DIE!
HE DOESN'T REALIZE I'VE BEEN BATTLING TARANTULA AND THE OTHERS--TRYING TO KEEP THEM FROM HIJACKING THIS SHIP--!
IF I DON'T DO SOMETHING FAST-- HE'S GOING TO MAKE A MISTAKE WE'LL BOTH REGRET!
BUT--WHAT CAN I DO? I'M WEAK-- AS THE PROVERBIAL KITTEN!

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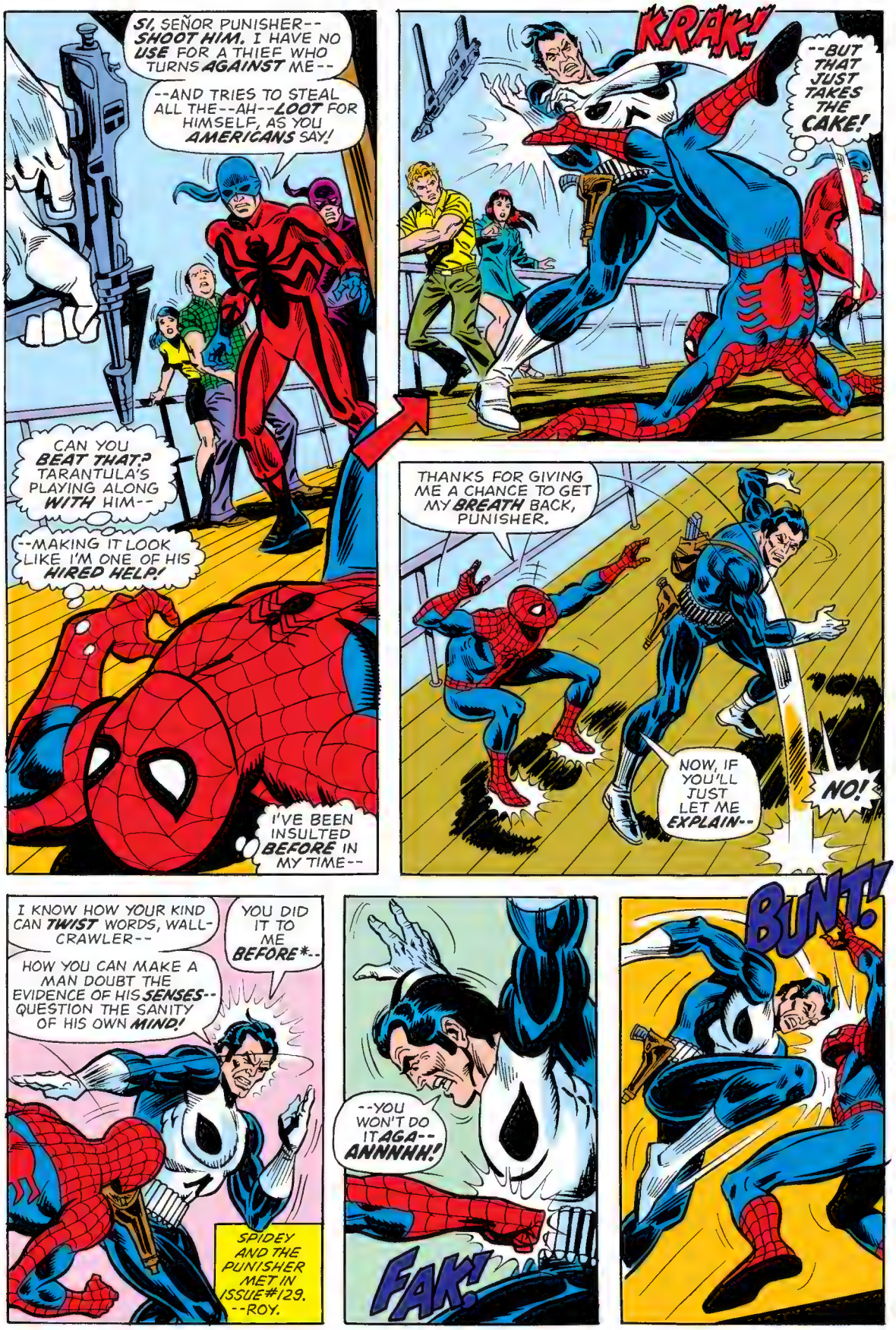
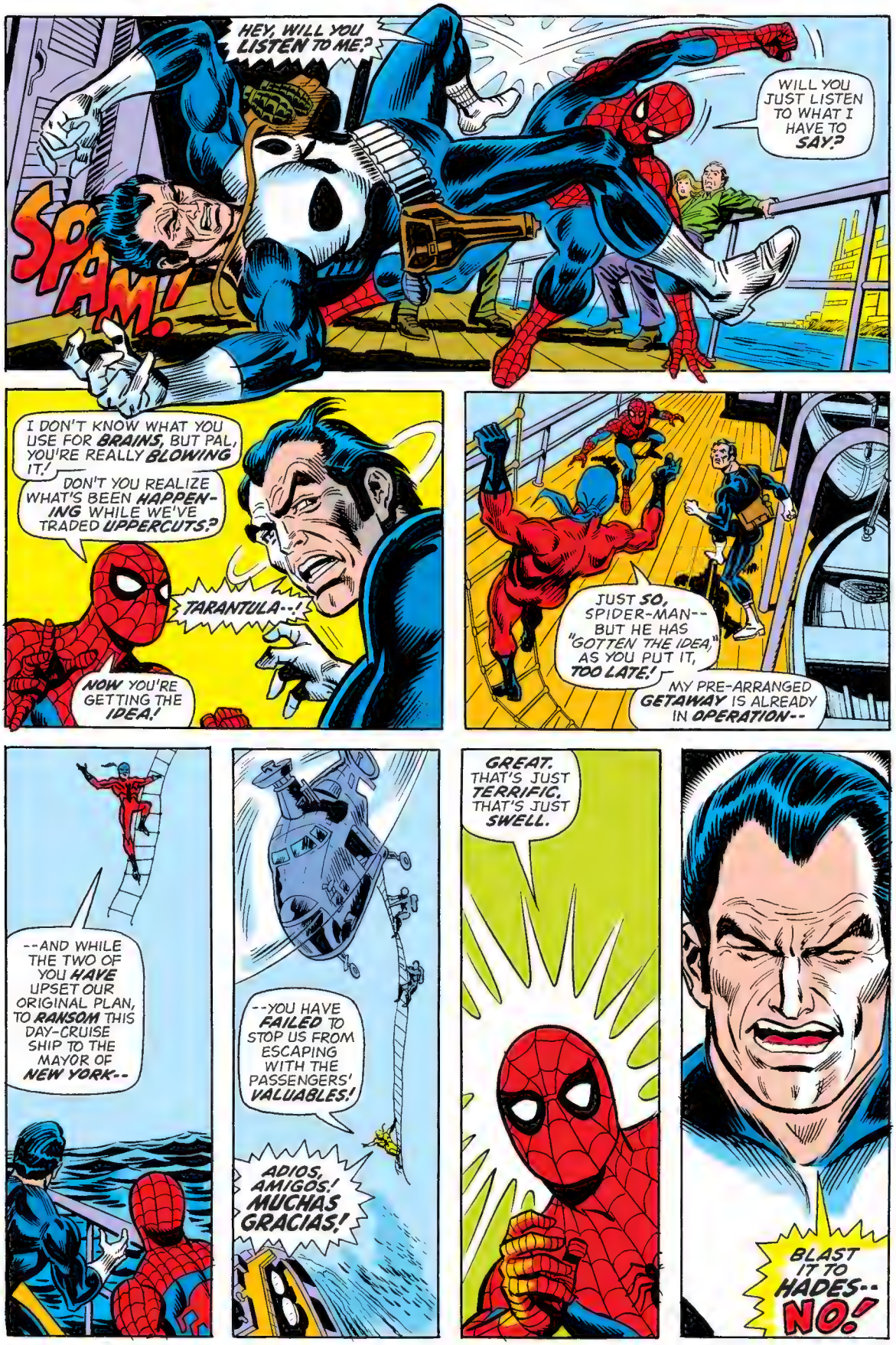
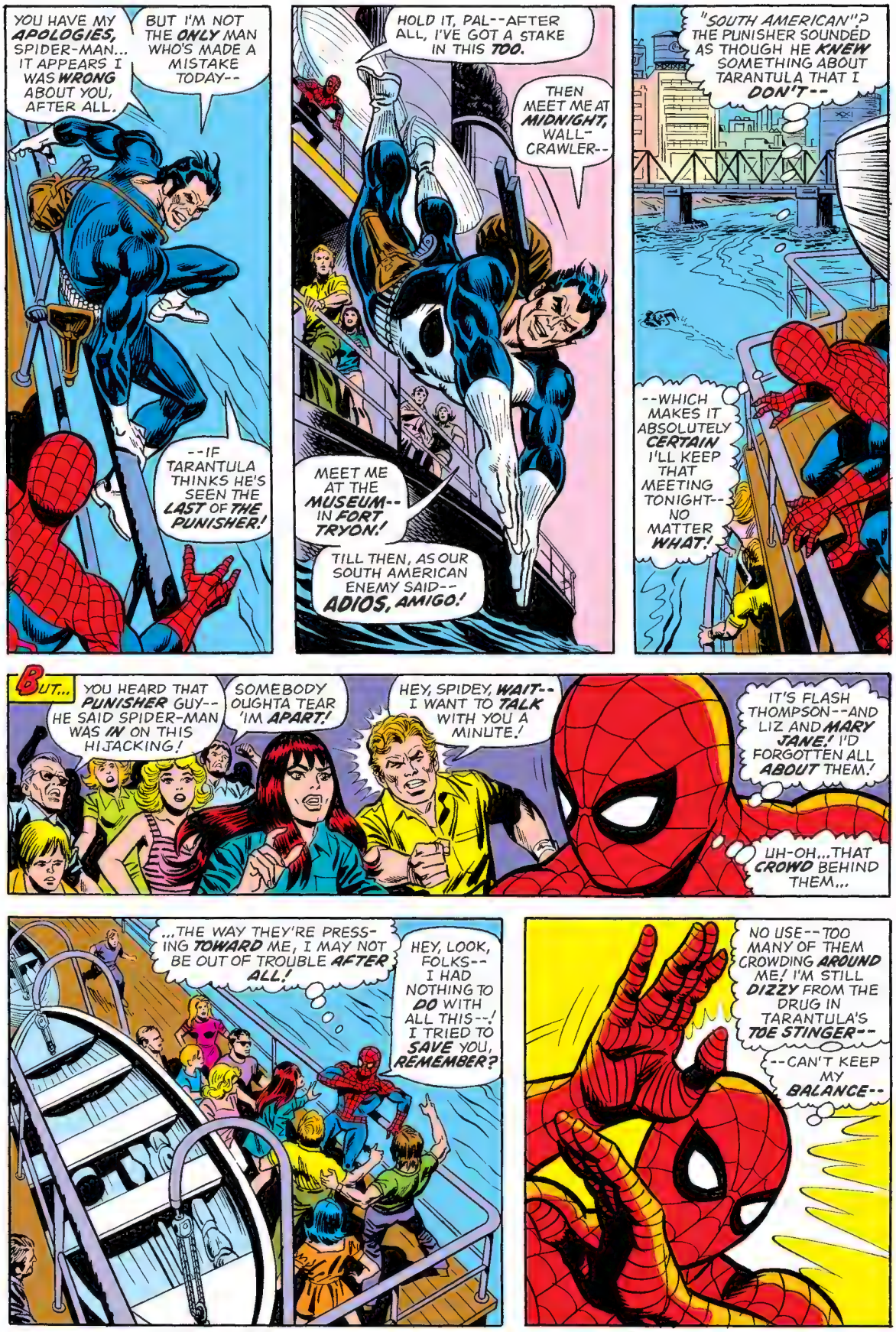

SI, SEÑOR PUNISHER-- SHOOT HIM. I HAVE NO USE FOR A THIEF WHO TURNS AGAINST ME--
--AND TRIES TO STEAL ALL THE--AH--LOOT FOR HIMSELF, AS YOU AMERICANS SAY!
CAN YOU BEAT THAT? TARANTULA'S PLAYING ALONG WITH HIM--
--MAKING IT LOOK LIKE I'M ONE OF HIS HIRED HELP!
I'VE BEEN INSULTED BEFORE IN MY TIME--
KRAK!
--BUT THAT JUST TAKES THE CAKE!
THANKS FOR GIVING ME A CHANCE TO GET MY BREATH BACK, PUNISHER.
NOW, IF YOU'LL JUST LET ME EXPLAIN--
NO!
I KNOW HOW YOUR KIND CAN TWIST WORDS, WALL-CRAWLER--
HOW YOU CAN MAKE A MAN DOUBT THE EVIDENCE OF HIS SENSES-- QUESTION THE SANITY OF HIS OWN MIND!
YOU DID IT TO ME BEFORE*--
SPIDEY AND THE PUNISHER MET IN ISSUE#129. --ROY.
--YOU WON'T DO IT AGA-- ANNNHH!
FAK!
BUNT!

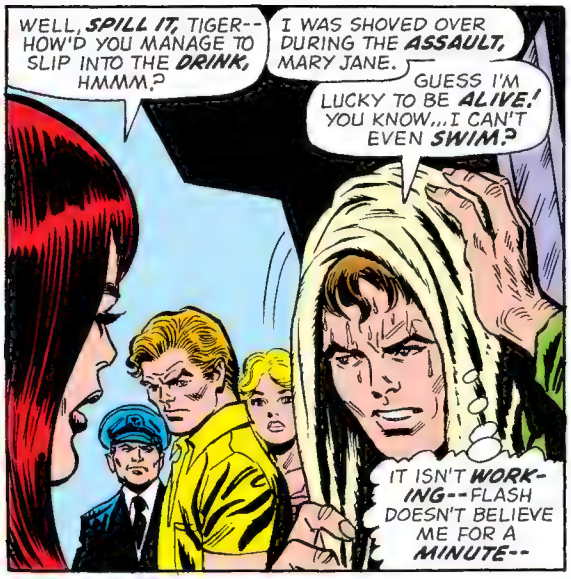

HEY, WILL YOU LISTEN TO ME?
WILL YOU JUST LISTEN TO WHAT I HAVE TO SAY?
SPAM!
I DON'T KNOW WHAT YOU USE FOR BRAINS, BUT PAL, YOU'RE REALLY BLOWING IT!
DON'T YOU REALIZE WHAT'S BEEN HAPPENING WHILE WE'VE TRADED UPPERCUTS?
TARANTULA--!
NOW YOU'RE GETTING THE IDEA!
JUST SO, SPIDER-MAN-- BUT HE HAS "GOTTEN THE IDEA," AS YOU PUT IT, TOO LATE!
MY PRE-ARRANGED GETAWAY IS ALREADY IN OPERATION--
--AND WHILE THE TWO OF YOU HAVE UPSET OUR ORIGINAL PLAN, TO RANSOM THIS DAY-CRUISE SHIP TO THE MAYOR OF NEW YORK--
--YOU HAVE FAILED TO STOP US FROM ESCAPING WITH THE PASSENGERS' VALUABLES!
ADIOS, AMIGOS! MUCHAS GRACIAS!
GREAT. THAT'S JUST TERRIFIC, THAT'S JUST SWELL.
BLAST IT TO HADES-- NO!

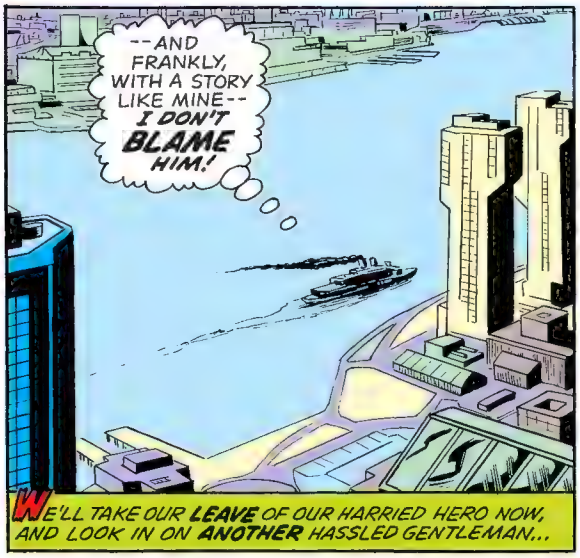

YOU HAVE MY APOLOGIES, SPIDER-MAN... IT APPEARS I WAS WRONG ABOUT YOU, AFTER ALL.
BUT I'M NOT THE ONLY MAN WHO'S MADE A MISTAKE TODAY--
--IF TARANTULA THINKS HE'S SEEN THE LAST OF THE PUNISHER!
HOLD IT, PAL--AFTER ALL, I'VE GOT A STAKE IN THIS TOO.
THEN MEET ME AT MIDNIGHT, WALL-CRAWLER--
MEET ME AT THE MUSEUM-- IN FORT TRYON!
TILL THEN, AS OUR SOUTH AMERICAN ENEMY SAID-- ADIOS, AMIGO!
"SOUTH AMERICAN"? THE PUNISHER SOUNDED AS THOUGH HE KNEW SOMETHING ABOUT TARANTULA THAT I DON'T--
--WHICH MAKES IT ABSOLUTELY CERTAIN I'LL KEEP THAT MEETING TONIGHT-- NO MATTER WHAT!
BUT...
YOU HEARD THAT PUNISHER GUY-- HE SAID SPIDER-MAN WAS IN ON THIS HIJACKING!
SOMEBODY OUGHTA TEAR 'IM APART!
HEY, SPIDEY, WAIT-- I WANT TO TALK WITH YOU A MINUTE.!
IT'S FLASH THOMPSON--AND LIZ AND MARY JANE! I'D FORGOTTEN ALL ABOUT THEM.!
UH-OH...THAT CROWD BEHIND THEM...
...THE WAY THEY'RE PRESSING TOWARD ME, I MAY NOT BE OUT OF TROUBLE AFTER ALL!
HEY, LOOK, FOLKS-- I HAD NOTHING TO DO WITH ALL THIS--! I TRIED TO SAVE YOU, REMEMBER?
NO USE--TOO MANY OF THEM CROWDING AROUND ME! I'M STILL DIZZY FROM THE DRUG IN TARANTULA'S TOE STINGER--
--CAN'T KEEP MY BALANCE--

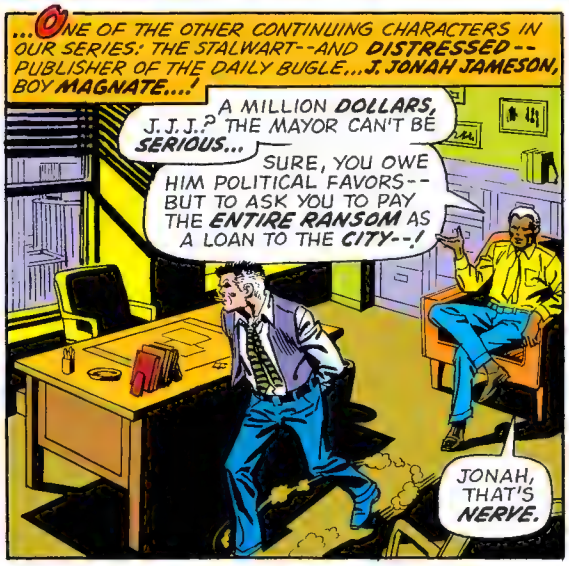
--SO IF I'M GOING TO FALL, I MIGHT AS WELL TURN IT INTO AN ADVANTAGE--AND EXIT--NOW!
HEY, SPIDEY--WAIT! DON'T PAY ANY ATTENTION TO THOSE GUYS!
YOU CAN'T JUST--
THAT CLINCHES IT, MARTHA--IF HE WASN'T IN CAHOOTS WITH THOSE PIRATES, WHY WOULD HE RUN AWAY?
NO INNOCENT MAN WOULD, GEORGE! THAT'S FOR SURE!
LADY, YOU'RE FULL OF AIR--ALL HOT!
YET, AS SPIDEY SLIPS AWAY FROM VIEW IN THE MUDDY EAST RIVER...
FLASH--HAVE YOU SEEN PETER ANYWHERE?
I JUST REALIZED--
--HE'S BEEN GONE SINCE THOSE GOONS ATTACKED!
I KNOW, MARY JANE. HE'S PROBABLY HIDING SOMEWHERE--
"...'CAUSE AFTER ALL, HE WAS WITH US WHEN TARANTULA AND HIS TWO HENCHMEN DROPPED THEIR DISGUISES, JUST AFTER WE LEFT THE HARBOR...
"...AND HE MUST HAVE HEARD WHAT THEY SAID, HOW THEY WERE GOING TO HOLD ALL OF US FOR RANSOM ... *
* SHOWN LAST ISSUE. --ROY.
"...BUT IT IS SORT OF FUNNY HOW HE VANISHED WHEN THE FIGHT STARTED BETWEEN TARANTULA AND THOSE SAILORS...
SHAK!
CHIP!
"YOU KNOW, JUST ABOUT THE TIME SPIDEY SHOWED UP--
"--AND HAD TO LEAVE THE SHIP, IN ORDER TO RESCUE THE SAILOR TARANTULA KICKED OVERBOARD.
"WE WERE JUST PASSING UNDER THE WASHINGTON BRIDGE, THEN...

"...AND I GUESS SPIDEY MUST'VE RUN OUT OF WEBBING, OR SOMETHING, BECAUSE HE DIDN'T COME RIGHT BACK WHEN HE'D FINISHED CARRYING THE SAILOR UP TO THE BRIDGE ITSELF...
"...HE JUST STOOD THERE WATCHING US...HELPLESSLY.
"YEAH, THAT'S WHEN I NOTICED PARKER WAS MISSING, M.J.
"SPIDEY DIDN'T SHOW UP AGAIN UNTIL WE'D PASSED AROUND THE NORTHERN TIP OF MANHATTAN...
"JUST WHEN EVERYTHING LOOKED BAD, HE SWUNG DOWN FROM A POLICE HELICOPTER--
"--AND SAVED YOURS TRULY FROM GETTING HIMSELF KILLED-- PERMANENTLY.
THAK!
"SPIDEY" TOOK THE KICK MEANT FOR ME--
"--AND INSTEAD OF ME FALLING BECAUSE I'D TRIED TO PLAY HERO--SPIDER-MAN FELL BECAUSE HE WAS A HERO!
"TOO BAD THE PUNISHER HAD TO SHOW UP FROM NOWHERE AND RUIN IT ALL--"
--SINCE I'M CERTAIN SPIDEY COULD'VE HANDLED IT ALL BY HIMSELF, IF HE'D HAD HALF A CHANCE!
BUT, FLASH-- WHAT ABOUT PETEY? WHAT DO YOU SUPPOSE COULD HAVE HAPPENED TO--
MAN OVERBOARD!
M.J., I THINK YOUR QUESTION'S JUST BEEN ANSWERED.
THERE'S PETER PARKER NOW.

TELL US, LAD--HOW'D YOU MANAGE THAT TRICK? WE AINT HAD A PASSENGER FALL OFF SINCE '56!
CLEAN LIVING AND PROPER DIET'LL DO IT EVERY TIME, SAILOR!
GIVE ME A HAND, WILL YOU?
THANKS!

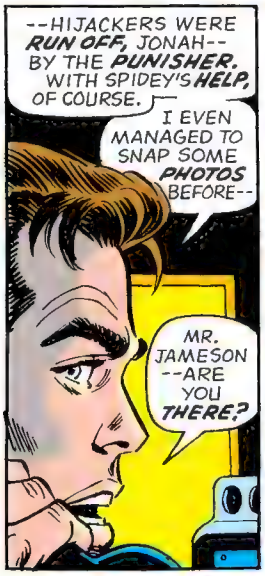

WELL, SPILL IT, TIGER--HOW'D YOU MANAGE TO SLIP INTO THE DRINK, HMMM?
I WAS SHOVED OVER DURING THE ASSAULT, MARY JANE.
GUESS I'M LUCKY TO BE ALIVE! YOU KNOW... I CAN'T EVEN SWIM?
IT ISN'T WORKING--FLASH DOESN'T BELIEVE ME FOR A MINUTE--


--AND FRANKLY, WITH A STORY LIKE MINE--I DON'T BLAME HIM!
WE'LL TAKE OUR LEAVE OF OUR HARRIED HERO NOW, AND LOOK IN ON ANOTHER HASSLED GENTLEMAN...


...ONE OF THE OTHER CONTINUING CHARACTERS IN OUR SERIES: THE STALWART--AND DISTRESSED--PUBLISHER OF THE DAILY BUGLE...J. JONAH JAMESON, BOY MAGNATE...!
A MILLION DOLLARS, J. J. J.? THE MAYOR CAN'T BE SERIOUS...
SURE, YOU OWE HIM POLITICAL FAVORS--BUT TO ASK YOU TO PAY THE ENTIRE RANSOM AS A LOAN TO THE CITY--!
JONAH, THAT'S NERVE.

YOU'RE TELLING ME, ROBERTSON?
IT'S TIMES LIKE THESE THAT LINDSAY LOOKS PRETTY GOOD AGAIN--EH?
R-RING!
THE TELEPHONE--?

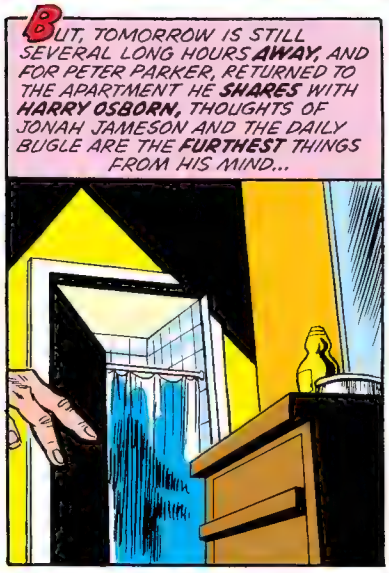
YES? PARKER? NOT NOW, PARKER--I'M TRYING TO FIGURE HOW TO KEEP MY SANITY, WHILE I--
WHAT?


--HIJACKERS WERE RUN OFF, JONAH--BY THE PUNISHER, WITH SPIDEY'S HELP, OF COURSE.
I EVEN MANAGED TO SNAP SOME PHOTOS BEFORE--
MR. JAMESON--ARE YOU THERE?

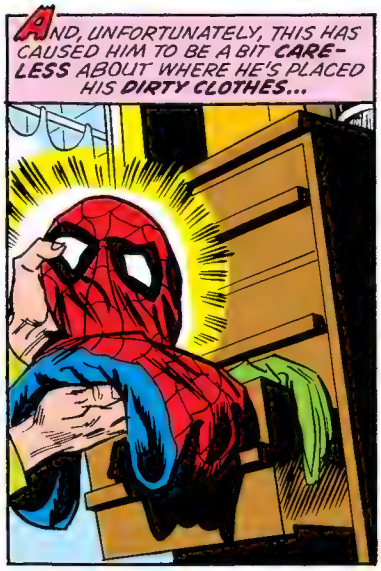
DID YOU HEAR THAT? IT'S OVER--THE HIJACKING WAS FOILED BY THIS PUNISHER CHARACTER...
...DESPITE SPIDERMAN'S BUMBLING INTERFERENCE.
I DON'T HAVE TO PAY!

MISS BRANT, GET ME THE MAYOR'S OFFICE.
NO--MAKE THAT THE GOVERNOR! AFTER WHAT THE MAYOR ALMOST HAD ME DO--HE DOESN'T DESERVE THE GOOD NEWS!
GOOD OLD JONAH, EH, BETTY?
THE LIVING INCARNATION OF CIVIC PRIDE!

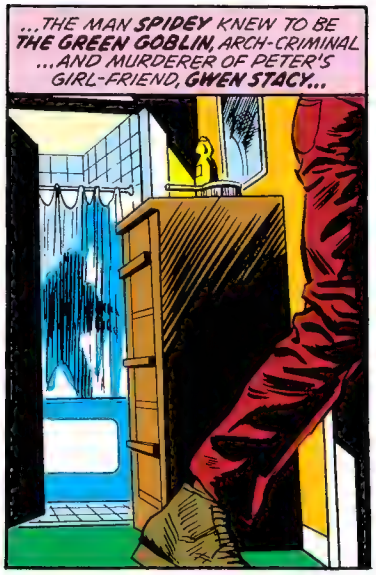
AND, AFTER BETTY HAS MADE THE NECESSARY CALLS, AND PUT JONAH THROUGH TO ALBANY...
IN CASE YOU'RE WONDERING WHAT HAPPENED--SPIDER-MAN JUST SAVED J. J. J. A MILLION DOLLARS!
SPIDER-MAN? BUT HOW--WHY, MR. ROBERTSON?
OH--PROBABLY NOTHING MORE SERIOUS THAN A LAPSE IN JUDGEMENT, BETTY.
I'VE NO DOUBT HE'LL REGRET IT TOMORROW --AFTER THE MORNING EDITION!


BUT, TOMORROW IS STILL SEVERAL LONG HOURS AWAY, AND FOR PETER PARKER, RETURNED TO THE APARTMENT HE SHARES WITH HARRY OSBORN, THOUGHTS OF JONAH JAMESON AND THE DAILY BUGLE ARE THE FURTHEST THINGS FROM HIS MIND...

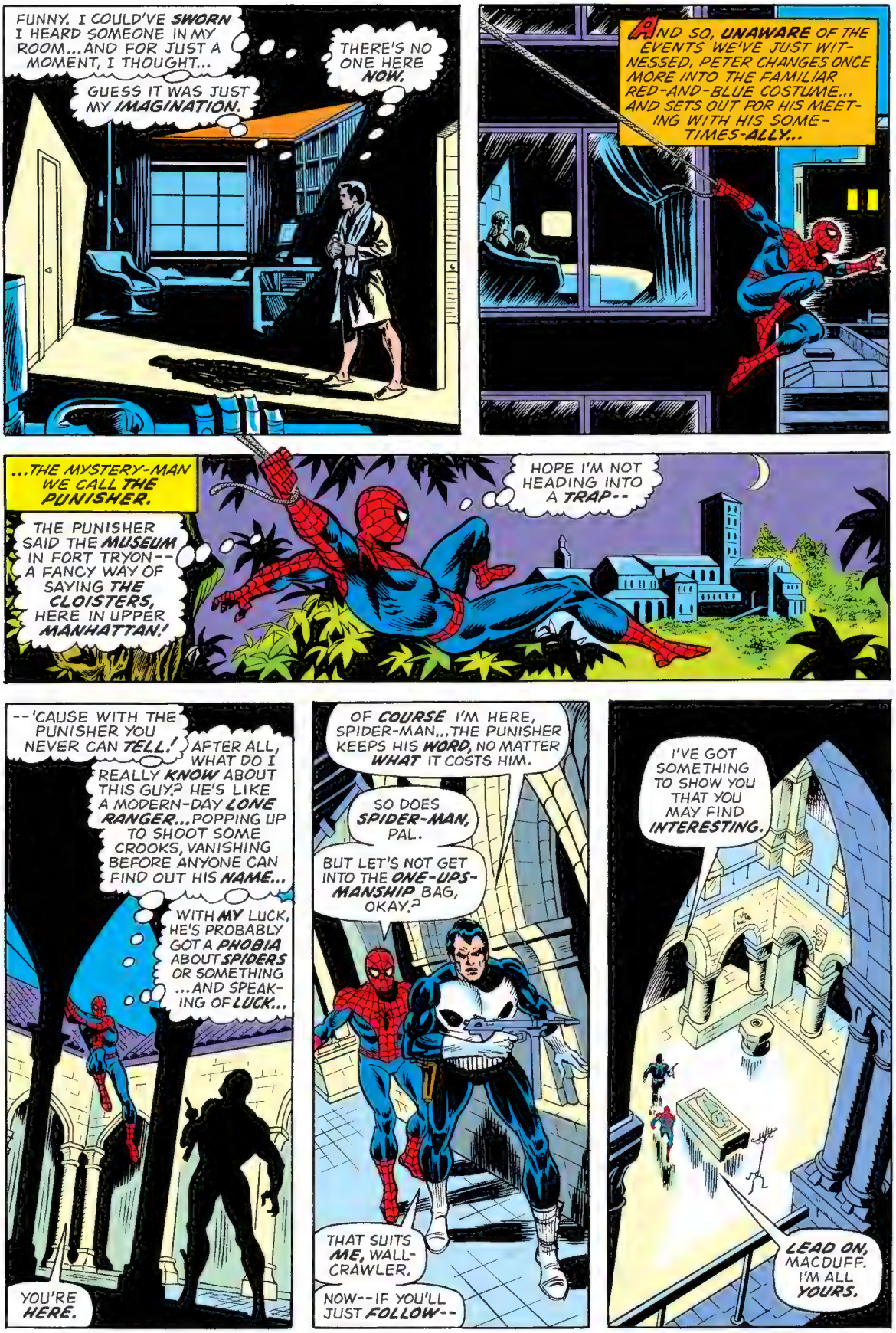
NO, OUR HARRIED HERO IS INTERESTED ONLY IN A SHOWER TO REMOVE THE SLUDGE HE PICKED UP FROM HIS DUNK IN THE EAST RIVER...


AND, UNFORTUNATELY, THIS HAS CAUSED HIM TO BE A BIT CARELESS ABOUT WHERE HE'S PLACED HIS DIRTY CLOTHES...

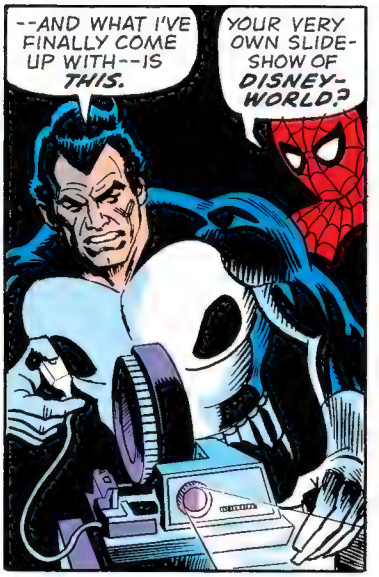
FOR, YOU SEE, HARRY OSBORN HAS LONG HAD HIS SUSPICIONS ABOUT PETER PARKER, SUSPICIONS BORN WHEN SPIDER-MAN WAS FOUND WITH THE DEAD BODY OF NORMAN OSBORN*...
*SPIDEY #122. --ROY.

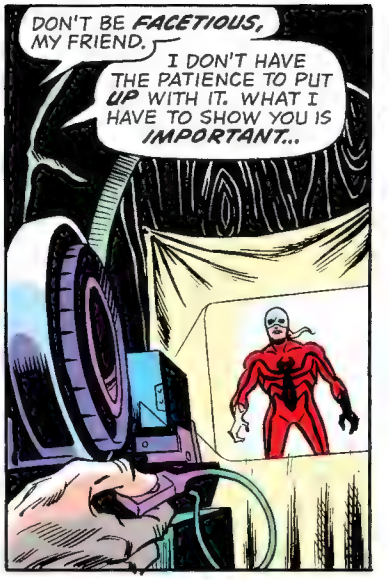

...THE MAN SPIDEY KNEW TO BE THE GREEN GOBLIN, ARCH-CRIMINAL ...AND MURDERER OF PETER'S GIRL-FRIEND, GWEN STACY...

...THE MAN HARRY KNEW ONLY AS... HIS FATHER!
HARRY...?


FUNNY. I COULD'VE SWORN I HEARD SOMEONE IN MY ROOM...AND FOR JUST A MOMENT, I THOUGHT...
GUESS IT WAS JUST MY IMAGINATION.
THERE'S NO ONE HERE NOW.
AND SO, UNAWARE OF THE EVENTS WE'VE JUST WITNESSED, PETER CHANGES ONCE MORE INTO THE FAMILIAR RED-AND-BLUE COSTUME... AND SETS OUT FOR HIS MEETING WITH HIS SOMETIMES-ALLY...
...THE MYSTERY-MAN WE CALL THE PUNISHER.
THE PUNISHER SAID THE MUSEUM IN FORT TRYON--A FANCY WAY OF SAYING THE CLOISTERS, HERE IN UPPER MANHATTAN!
HOPE I'M NOT HEADING INTO A TRAP--
--'CAUSE WITH THE PUNISHER YOU NEVER CAN TELL!
AFTER ALL, WHAT DO I REALLY KNOW ABOUT THIS GUY? HE'S LIKE A MODERN-DAY LONE RANGER...POPPING UP TO SHOOT SOME CROOKS, VANISHING BEFORE ANYONE CAN FIND OUT HIS NAME...
WITH MY LUCK, HE'S PROBABLY GOT A PHOBIA ABOUT SPIDERS OR SOMETHING ...AND SPEAKING OF LUCK...
YOU'RE HERE.
OF COURSE I'M HERE, SPIDER-MAN...THE PUNISHER KEEPS HIS WORD, NO MATTER WHAT IT COSTS HIM.
SO DOES SPIDER-MAN, PAL.
BUT LET'S NOT GET INTO THE ONE-UPSMANSHIP BAG, OKAY?
THAT SUITS ME, WALL-CRAWLER.
NOW--IF YOU'LL JUST FOLLOW--
I'VE GOT SOMETHING TO SHOW YOU THAT YOU MAY FIND INTERESTING.
LEAD ON, MACDUFF. I'M ALL YOURS.

HERE, SPIDER-MAN, I'VE USED THIS ABANDONED ROOM AS A BASE FOR THE PAST MONTH--
--COLLECTING INFORMATION, TRACING DOWN LEADS--


--AND WHAT I'VE FINALLY COME UP WITH--IS THIS.
YOUR VERY OWN SLIDE-SHOW OF DISNEY-WORLD?


DON'T BE FACETIOUS, MY FRIEND.
I DON'T HAVE THE PATIENCE TO PUT UP WITH IT. WHAT I HAVE TO SHOW YOU IS IMPORTANT...

"IT'S THE ORIGIN OF THE MAN WHO'S CALLING HIMSELF... TARANTULA.
"SIX YEARS AGO, HE HAD ANOTHER NAME--ANTON MIGUEL RODRIQUEZ. AS THIS PICTURE SHOWS, HE WAS A MEMBER OF A REVOLUTIONARY BAND, WORKING TO FREE A SOUTH AMERICAN COUNTRY FROM ITS OPPRESSIVE DICTATORSHIP...
"HE WAS, AT THE LEAST, AN ENTHUSIASTIC SOLDIER. TOGETHER WITH THE OTHER MEMBERS OF HIS SMALL 'ARMY', RODRIQUES MANAGED TO STRIKE TERROR INTO THE HEARTS OF THE RULING CLASS...
"THEY DID THIS IN MANY WAYS... BY BLOWING UP SUPPLY TRAINS...
"BY KIDNAPPING POLITICOS, INCLUDING THE BROTHER OF THE COUNTRY'S MAD DICTATOR...
"...HOLDING THEM FOR RANSOM... THEN ASSASSINATING THEM IF THE RANSOM WASN'T PAID...!
"AND, OF COURSE, BY ROBBERY... FOR RODRIQUEZ WAS A MASTER OF THIS LAST TECHNIQUE, AND PLIED IT WHENEVER HIS SUPERIORS ALLOWED...
"UNFORTUNATELY, AS I SAID, RODRIQUEZ WAS AND IS AN ENTHUSIAST...

"...AND LIKE **ALL** ENTHUSIASTS, HE WOULD SOMETIMES BECOME **CARRIED AWAY**...WITH **DISASTROUS** RESULTS.

"THE GUARD HE SHOT--AS SHOWN IN THESE FILMS TAKEN BY THE **BANK CAMERA**--HAD **NOT** BEEN REACHING FOR HIS GUN. RODRIQUEZ SIMPLY WANTED TO **KILL** HIM...

"...BUT THE ARMY OF THE **DICTATORSHIP**... **DID!**

"HE WAS GIVEN A **COMMISSION**, AND BECAUSE OF HIS ALREADY SOMEWHAT **DISREPUTABLE** REPUTATION, HE WAS ALSO GIVEN A NEW NAME, AND A SPECIAL **MISSION**...

"...BUT WHEN ONE CAME **DOWN** TO IT, RODRIQUEZ **STILL** COULDN'T SHAKE HIMSELF OF HIS LOVE FOR SENSELESS **DEATH**.

"HE KILLED A **GUARD** DURING THE INTERROGATION OF A CAPTURED **REVOLUTIONARY**--BECAUSE THE GUARD WOULDN'T LET TARANTULA BEAT THE PRISONER TO A **PULP**--

"...A FACT HIS **FELLOW** REVOLUTIONARIES RECOGNISED AND **DESPISED**.

"HE WAS **EXPELLED** FROM THE BAND SOON **AFTER** THAT INCIDENT; THE ARMY OF THE REVOLUTION HAD NO **USE** FOR INDISCRIMINATE MURDERERS...

"ANTON MIGUEL RODRIQUEZ BECAME **TARANTULA**, A FORCE FOR FEAR AND TERROR--THE TWISTED, PERVERTED **CAPTAIN AMERICA** OF HIS COUNTRY --A SUPER-HERO FOR A FASCIST **STATE**.

"NATURALLY, HE WAS USED AGAINST HIS FORMER **COMRADES**, AN ASSIGNMENT HE **PARTICULARLY** ENJOYED...

"--AND IN THIS WAY, HE **FINISHED** HIMSELF WITH THE GOVERNMENT ARMY, AS HE'D **FINISHED** HIMSELF WITH HIS FORMER **FRIENDS**.

"TO SAY THE LEAST, HE LEFT SOUTH AMERICA IN SOMETHING OF A **HURRY**...

"...AND ARRIVED IN **NEW YORK** SIX MONTHS LATER, AFTER A SERIES OF ADVENTURES WHICH CAN ONLY BE TERMED **RUTHLESS.** NATURALLY, HE HAD NO PASSPORT, AND IS IN OUR COUNTRY **ILLEGALLY**...

"...A FACT WHICH DOUBTLESSLY KEEPS HIM **AWAKE** AT NIGHTS.

"FOR FOUR **ADDITIONAL** MONTHS, HE HAUNTED BARS AND POOLROOMS IN THE **SHIFTIER** PARTS OF THE CITY, LEARNING THE INS AND OUTS OF THE MANHATTAN **UNDERWORLD**...

"THREE WEEKS AGO, HE MADE HIS **MOVE**, ORGANIZING HIS CRIME-TEAM TO **HIJACK** A TOUR SHIP..."

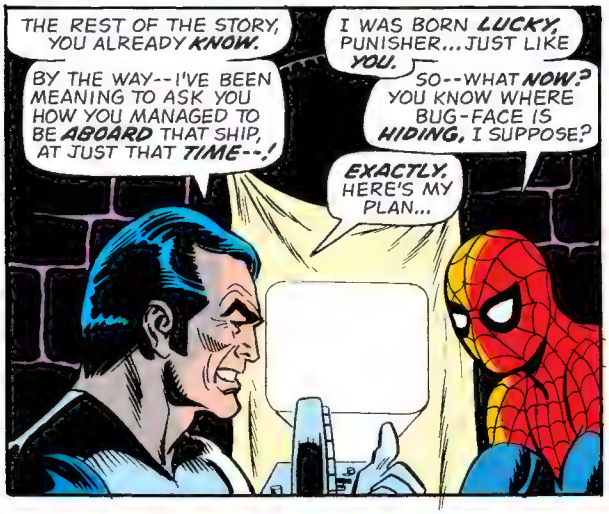
THE REST OF THE STORY, YOU ALREADY **KNOW.**

I WAS BORN **LUCKY,** PUNISHER...JUST LIKE **YOU.**

BY THE WAY--I'VE BEEN MEANING TO ASK YOU HOW YOU MANAGED TO BE **ABOARD** THAT SHIP, AT JUST THAT **TIME--!**

SO--WHAT **NOW?** YOU KNOW WHERE BUG-FACE IS **HIDING,** I SUPPOSE?

EXACTLY. HERE'S MY PLAN...



AND SO, TWENTY MINUTES LATER, OUTSIDE A TENEMENT IN THE **WEST ONE HUNDREDS** FACING **CENTRAL PARK**...

PSSST. HEY, HANDSOME. UP HERE.

WHAT--? WHO'S **THERE?** WHO--

FFFT!

THREE **GUESSES,** PAL.

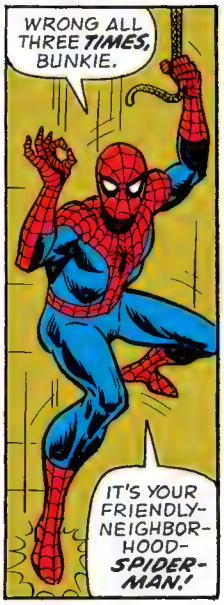
URRRKK!

MRRPHHH!

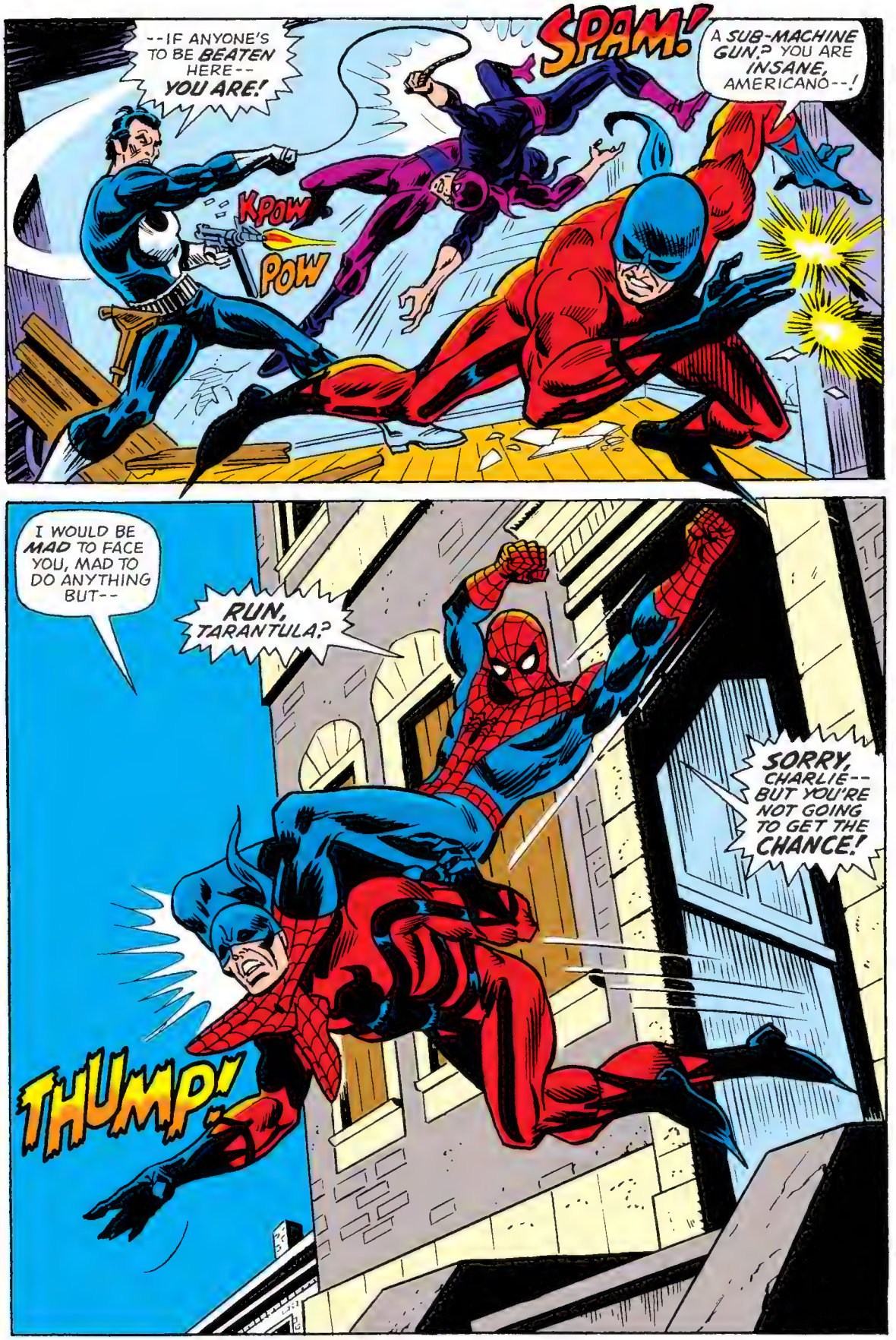
SBLLAKKK!

WRONG ALL THREE **TIMES,** BUNKIE.

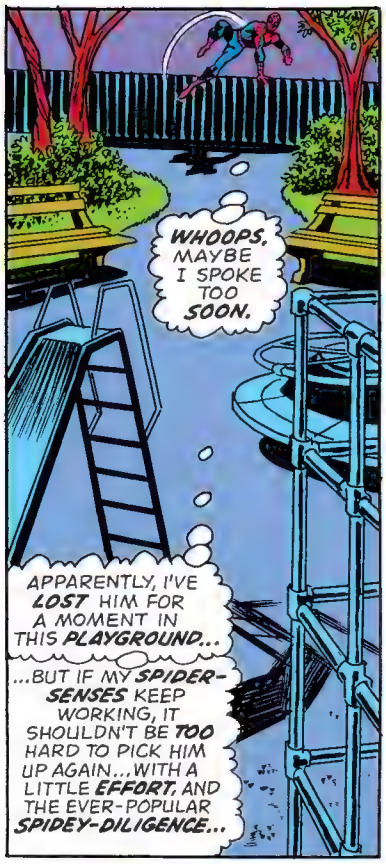
IT'S YOUR FRIENDLY-NEIGHBORHOOD **SPIDER-MAN!**

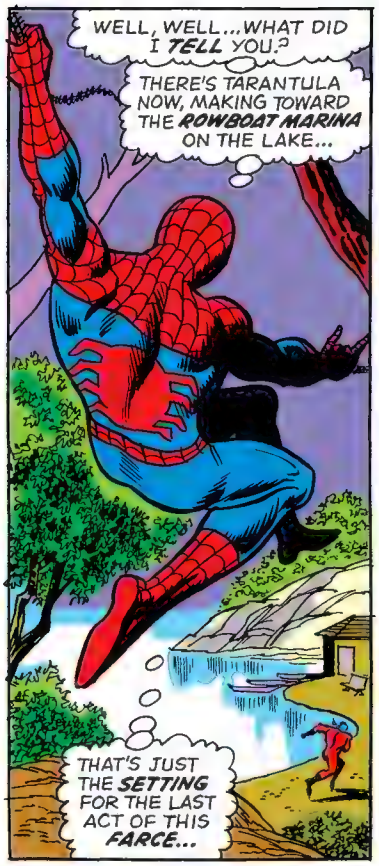


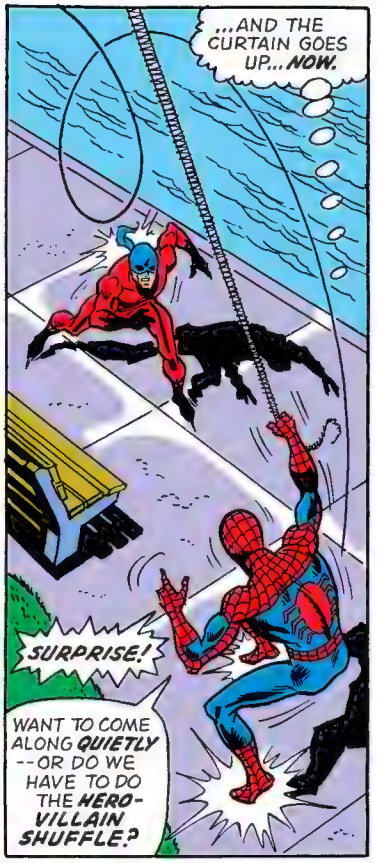
IF YOU DON'T MIND, MY FRIEND--I'D LIKE TO MAKE THE INITIAL ASSAULT.
IT'S YOUR PLAN, PUNISHER--
DON'T LET ME KEEP YOU FROM PLAYING ONE MAN ARMY!
MY THANKS, WEB-SLINGER--
--SOMEDAY, I'LL REPAY YOU IN KIND!
KRASH!
THE PUNISHER! STOP HIM, AMIGOS-- KILL HIM!
YOU HEARD TARANTULA, BUSTER. HE SAID YOU HAVETA DIE--
SO YOU'RE GONNA DIE-- HUH?
ON THE CONTRARY, SCUM--

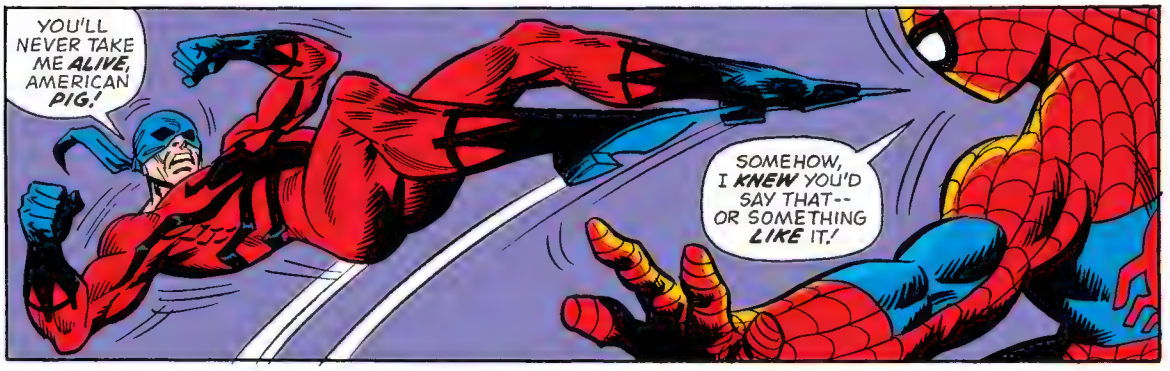

--IF ANYONE'S TO BE BEATEN HERE-- YOU ARE!
KPOW
POW
SPAM!
A SUB-MACHINE GUN? YOU ARE INSANE, AMERICANO--!
I WOULD BE MAD TO FACE YOU, MAD TO DO ANYTHING BUT--
RUN, TARANTULA?
SORRY, CHARLIE-- BUT YOU'RE NOT GOING TO GET THE CHANCE!
THUMP!

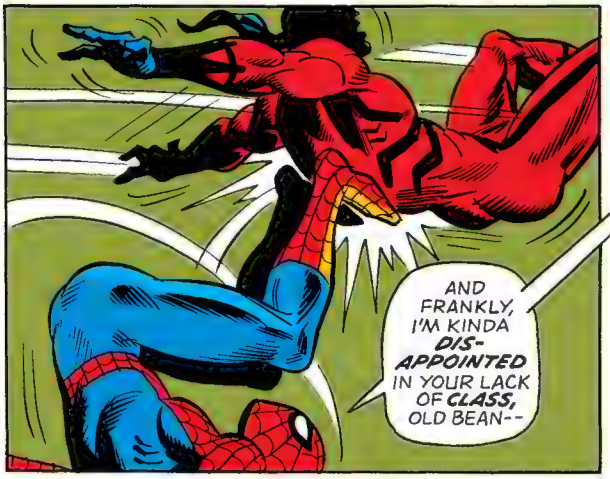
IDIOTA! I AM NOT YOUR COMMON ANGLO CRIMINAL, TO BE TRAPPED AND INSULTED LIKE A CHILD!
THUD!
I AM TARANTULA--
--AND I WILL HAVE REVENGE ON YOU, WHO SPOILED SUCH A CAREFULLY CONSIDERED --EH?
WHAT'S THE MATTER, TWINKLE-TOES? MISS?
THAT WON'T BE THE LAST TIME THOSE POISON STICKERS END UP JABBING AIR--
--WE'RE NOT ON BOARD A SHIP NOW, WITH ROLLING DECKS--
--THIS TIME, WE'RE IN SPIDEY COUNTRY, AND I CAN DODGE THOSE KICKS OF YOURS--
--BUT YOU CAN'T DODGE--
THIS!
THAT IS TRUE, AMIGO. THE UNEXPECTED IS DIFFICULT TO AVOID--
WOULDN'T YOU AGREE?
WHAP!
WHEW! HE KNOCKED THE WIND OUT OF ME WITH THAT CHUNK OF STONE--BUT HE HASN'T PUT ME OUT FOR THE COUNT!
LOOKS LIKE HE'S HEADED FOR CENTRAL PARK--
AND RIGHT NOW-- THAT SUITS ME FINE!


WHOOPS. MAYBE I SPOKE TOO SOON.
APPARENTLY, I'VE LOST HIM FOR A MOMENT IN THIS PLAYGROUND...
...BUT IF MY SPIDER-SENSES KEEP WORKING, IT SHOULDN'T BE TOO HARD TO PICK HIM UP AGAIN...WITH A LITTLE EFFORT, AND THE EVER-POPULAR SPIDEY-DILIGENCE...

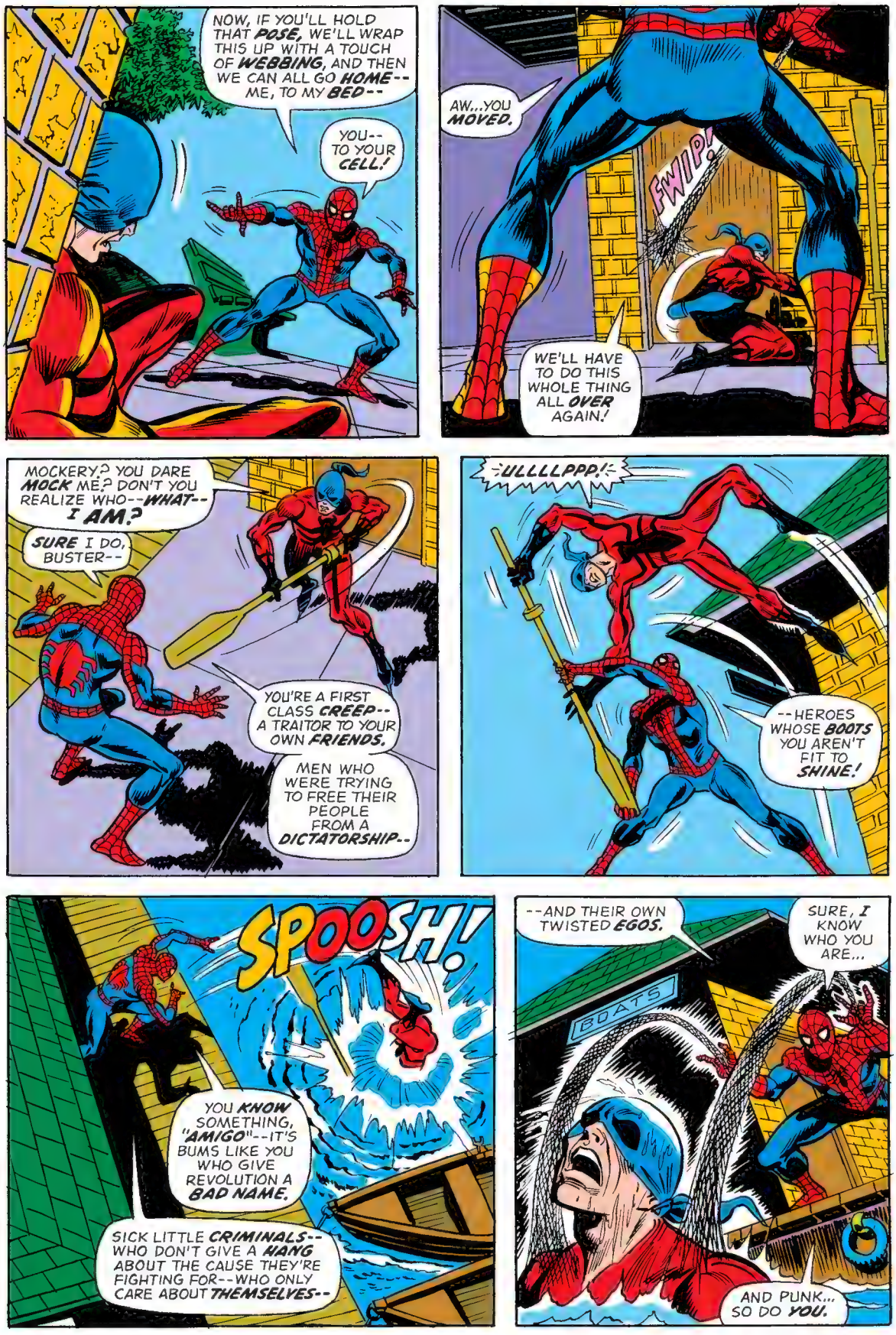

WELL, WELL...WHAT DID I TELL YOU?
THERE'S TARANTULA NOW, MAKING TOWARD THE ROWBOAT MARINA ON THE LAKE...
THAT'S JUST THE SETTING FOR THE LAST ACT OF THIS FARCE...


...AND THE CURTAIN GOES UP...NOW.
SURPRISE!
WANT TO COME ALONG QUIETLY --OR DO WE HAVE TO DO THE HERO-VILLAIN SHUFFLE?


YOU'LL NEVER TAKE ME ALIVE, AMERICAN PIG!
SOMEHOW, I KNEW YOU'D SAY THAT-- OR SOMETHING LIKE IT!

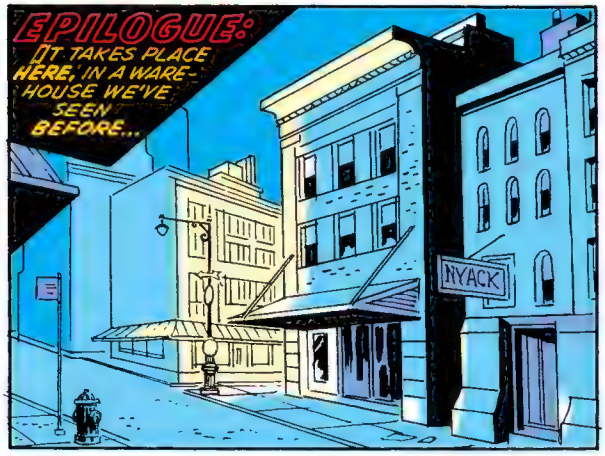

AND FRANKLY, I'M KINDA DIS-APPOINTED IN YOUR LACK OF CLASS, OLD BEAN--

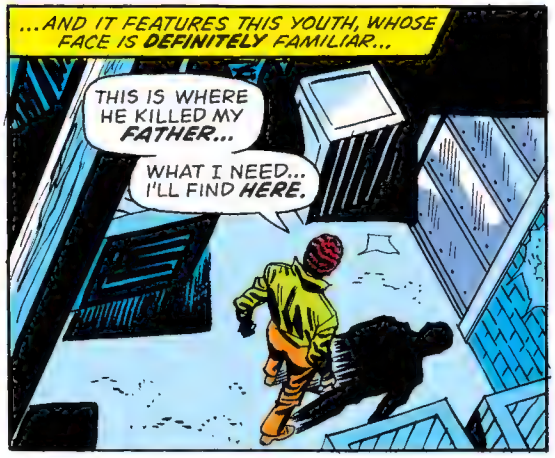
A LITTLE DISAPPOINTED-- NOT MUCH.
BAP!

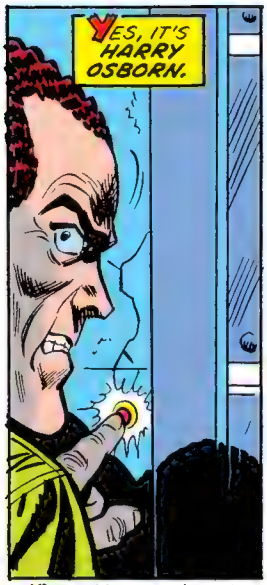

NOW, IF YOU'LL HOLD THAT POSE, WE'LL WRAP THIS UP WITH A TOUCH OF WEBBING, AND THEN WE CAN ALL GO HOME-- ME, TO MY BED--
YOU-- TO YOUR CELL!
AW...YOU MOVED.
FWIP!
WE'LL HAVE TO DO THIS WHOLE THING ALL OVER AGAIN!
MOCKERY? YOU DARE MOCK ME? DON'T YOU REALIZE WHO--WHAT-- I AM?
SURE I DO, BUSTER--
YOU'RE A FIRST CLASS CREEP-- A TRAITOR TO YOUR OWN FRIENDS.
MEN WHO WERE TRYING TO FREE THEIR PEOPLE FROM A DICTATORSHIP--
-ULLLLPPP!-
--HEROES WHOSE BOOTS YOU AREN'T FIT TO SHINE!
SPOOSH!
YOU KNOW SOMETHING, "AMIGO"--IT'S BUMS LIKE YOU WHO GIVE REVOLUTION A BAD NAME.
SICK LITTLE CRIMINALS-- WHO DON'T GIVE A HANG ABOUT THE CAUSE THEY'RE FIGHTING FOR--WHO ONLY CARE ABOUT THEMSELVES--
--AND THEIR OWN TWISTED EGOS.
SURE, I KNOW WHO YOU ARE...
BOATS
AND PUNK... SO DO YOU.

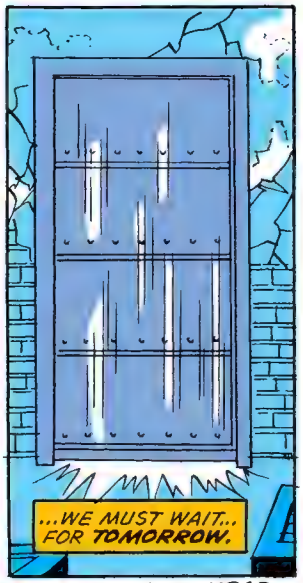
THAT WAS QUITE A SPEECH, MY FRIEND.
PUNISHER...? WHEN DID YOU SNEAK UP?
RIGHT AFTER "HEROES WHOSE BOOTS HE ISN'T FIT TO SHINE!"
DO YOU BELIEVE ALL THAT, WALL-CRAWLER? ARE YOU TRULY THAT... IDEALISTIC?

YEAH, I'M IDEALISTIC--AND I'LL STAY IDEALISTIC UNTIL SOMETHING BETTER COMES ALONG.
BUT THAT'S A LONG STORY, MY FRIEND--ONE BETTER TOLD AT ANOTHER TIME.
WHAT ABOUT YOU, PUNISHER? DON'T YOU HAVE ANY IDEALS?
TILL WE MEET AGAIN.
I DID--ONCE.
SURE...FRIEND. TILL WE MEET AGAIN.









ACTUALLY, WE'RE GONNA HAVE TO WAIT TILL **NEXT ISSUE**, FOR THE BLOCKBUSTER STORY OF THE **YEAR**, A STORY WHICH CAN **ONLY** BE TITLED...

"THE GREEN GOBLIN LIVES AGAIN!"

WE'LL BE **WAITIN'** ON YA, TIGER!

SPIDER MAN
MARVEL COMICS GROUP™
APPROVED BY THE COMICS CODE AUTHORITY
25¢
136
SEPT
02457
the AMAZING SPIDER-MAN®
™
YOU! HARRY OSBORN! BUT, IT CAN'T BE YOU WHO'VE TURNED AGAINST ME! IT CAN'T BE!!
BUT IT IS! FOR--THE GREEN GOBLIN LIVES AGAIN!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...a SPIDER-MAN!

SURELY THE MOST IMPORTANT COMIC STORY YOU'LL READ THIS YEAR!
THE GREEN GOBLIN LIVES AGAIN!
TO PUT IT MILDLY... THIS IS THE ONE YOU'VE BEEN WAITING FOR!
WHAT'S NEXT ON THE LIST OF THINGS TO DO ON A SUNDAY, MJ.?
WE'VE RIDDEN HORSES IN CENTRAL PARK, TAKEN A BOAT TO THE STATUE OF LIBERTY-- CAUGHT A KUNG FU FLICK ON FORTY-SECOND STREET--
HOW 'BOUT A QUIET EVENING AT HOME, PETEY.?
THE ONLY QUESTION IS: YOUR PLACE OR MINE?
DRINK
BIG S
SCHLOSSMAN
WALCZAK'S
NOBEL PRIZE COMMITTEE, TAKE NOTE:
GERRY CONWAY.... AUTHOR
ROSS ANDRU..... ARTIST
FRANK GIACOIA & DAVE HUNT..... INKERS
ARTIE SIMEK..... LETTERER
L. LESSMANN..... COLORIST
ROY THOMAS..... EDITOR

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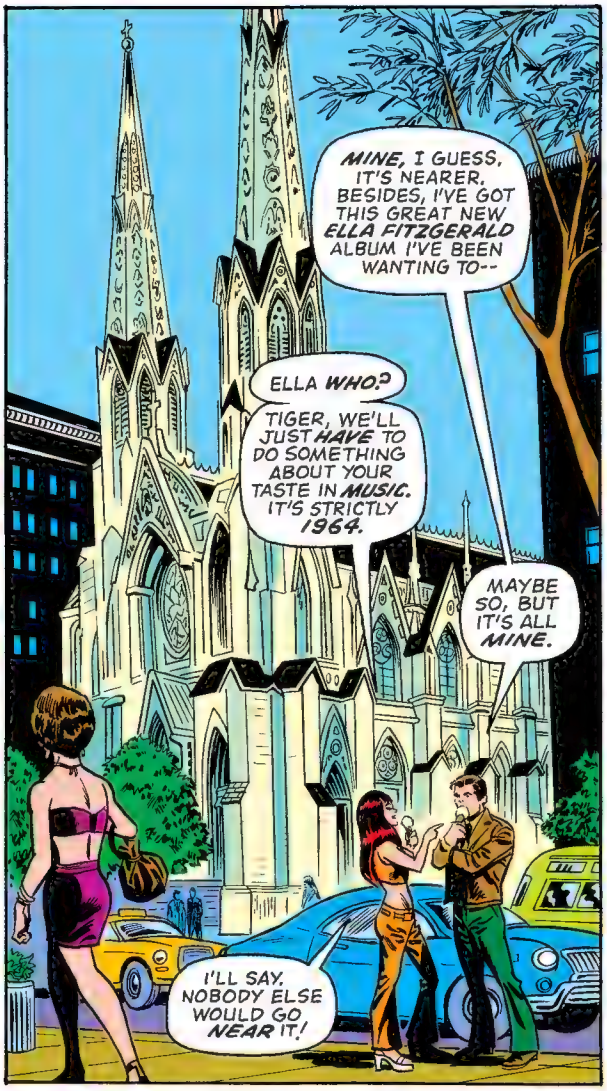
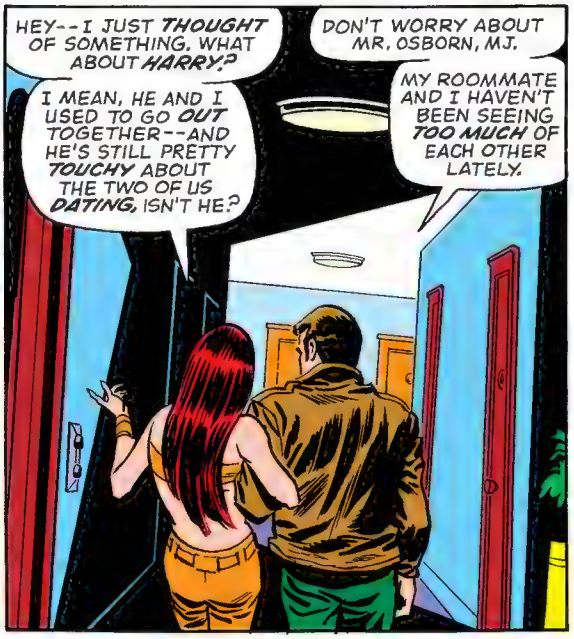
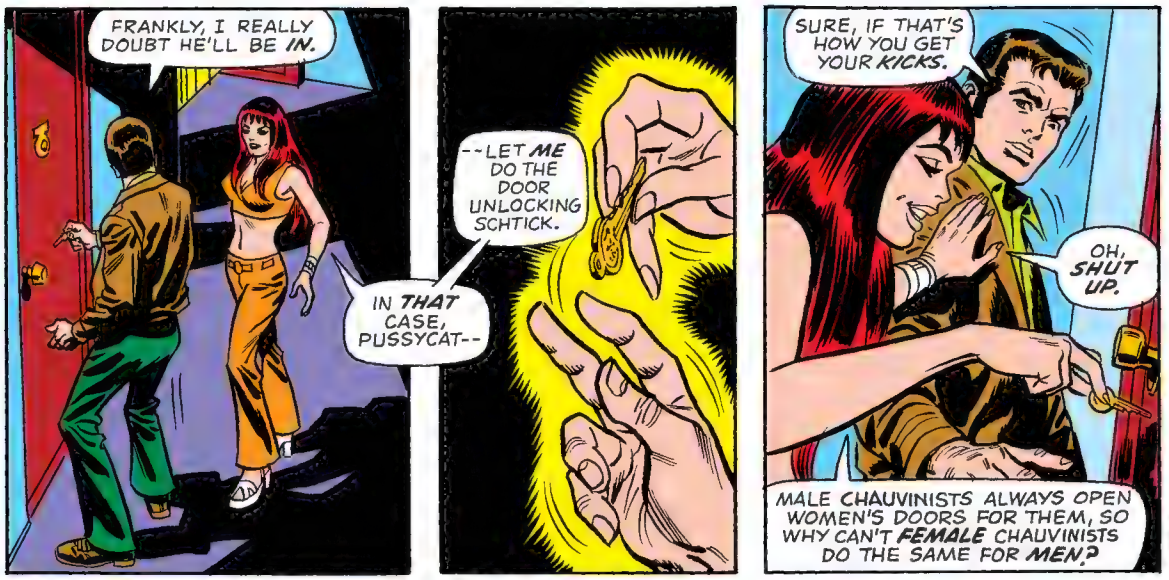

MINE, I GUESS. IT'S NEARER. BESIDES, I'VE GOT THIS GREAT NEW ELLA FITZGERALD ALBUM I'VE BEEN WANTING TO--
ELLA WHO?
TIGER, WE'LL JUST HAVE TO DO SOMETHING ABOUT YOUR TASTE IN MUSIC. IT'S STRICTLY 1964.
MAYBE SO, BUT IT'S ALL MINE.
I'LL SAY. NOBODY ELSE WOULD GO NEAR IT!

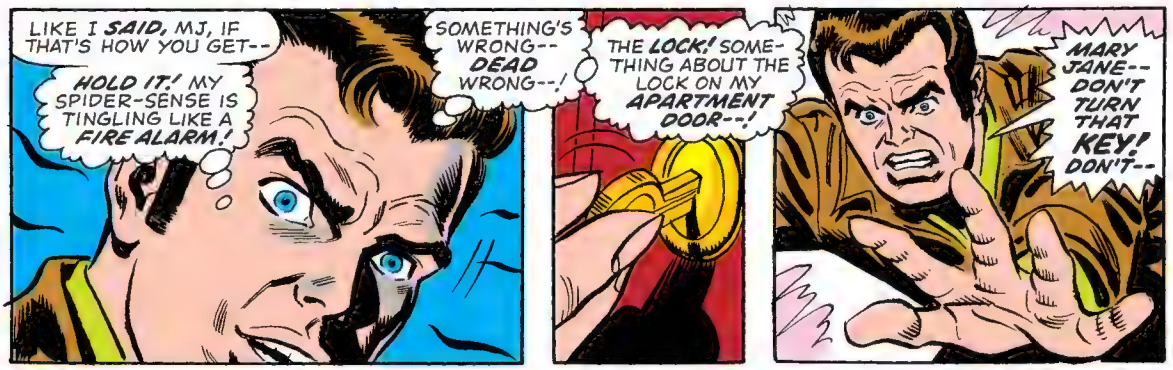
STILL...YOU DO HAVE POTENTIAL, MR. PARKER, IF YOU'D ONLY LOOSEN UP AND USE IT.
LOOSEN UP? HOW?
I'M A COLLEGE JUNIOR MAJORING IN PHYSICS, MARY JANE.
I'M AS LOOSE AS I'LL GET.

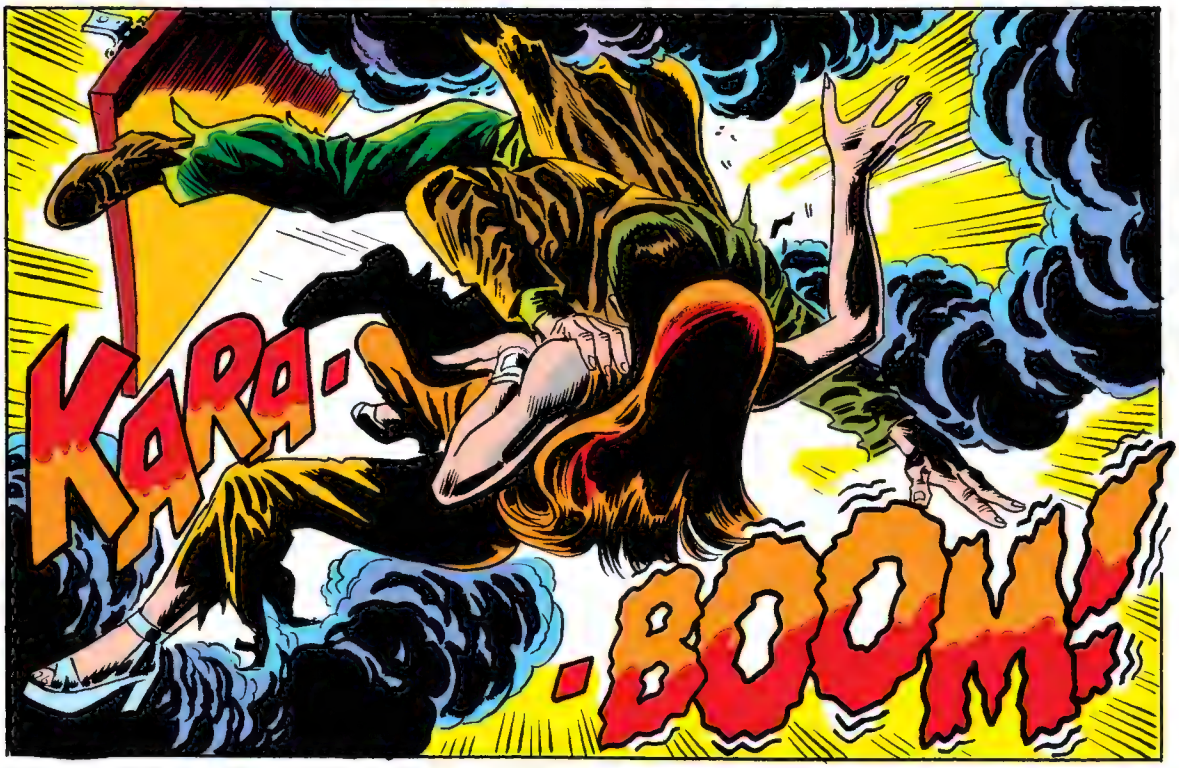
I DON'T KNOW ABOUT THAT, HANDSOME. WHEN WE WERE IN HIGH SCHOOL, YOU WERE DEMON DULL.
THESE DAYS YOU'RE ALMOST BEARABLE.
THANKS A LOT. I THINK.

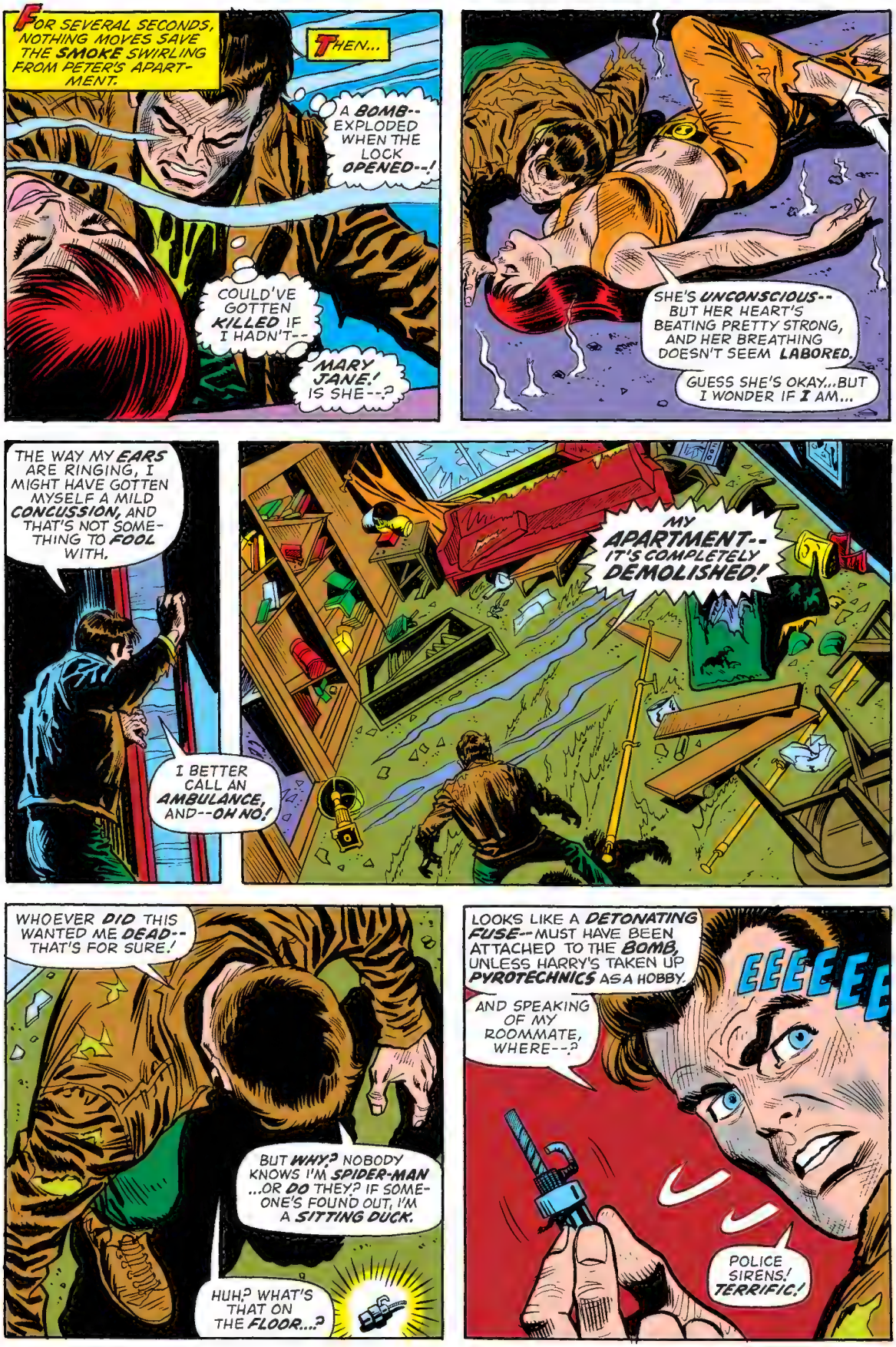
OH, IT'S A COMPLIMENT, ALL RIGHT. TAKE IT FROM ME, YOU'RE PRETTY OKAY.
EXCEPT FOR YOUR SENSE OF MUSIC. UGH.
TELL ME MORE, MS. WATSON.
I LOVE FLATTERY.
705

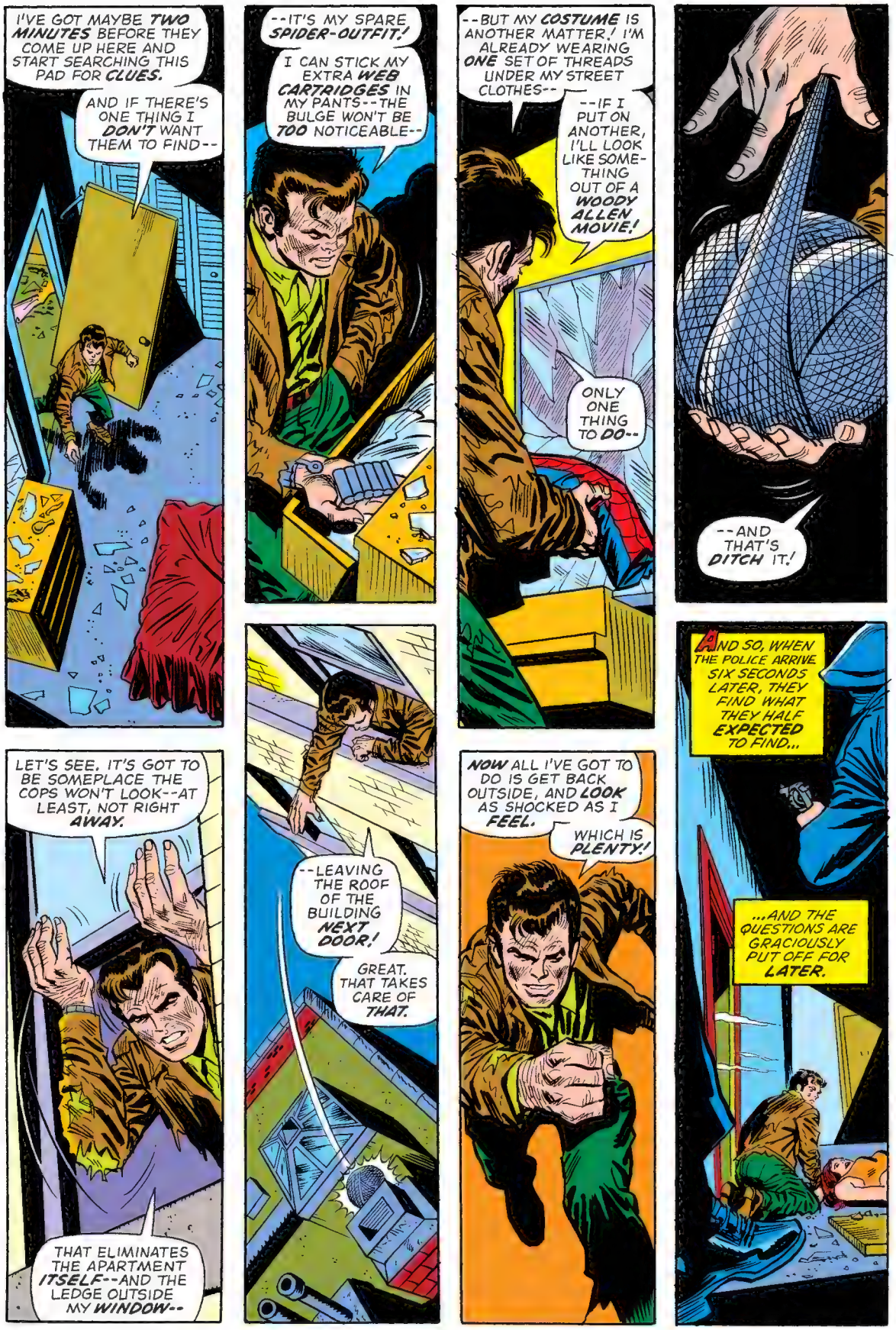

HEY--I JUST THOUGHT OF SOMETHING. WHAT ABOUT HARRY?
I MEAN, HE AND I USED TO GO OUT TOGETHER--AND HE'S STILL PRETTY TOUCHY ABOUT THE TWO OF US DATING, ISN'T HE?
DON'T WORRY ABOUT MR. OSBORN, MJ.
MY ROOMMATE AND I HAVEN'T BEEN SEEING TOO MUCH OF EACH OTHER LATELY.


FRANKLY, I REALLY DOUBT HE'LL BE IN.
--LET ME DO THE DOOR UNLOCKING SCHTICK.
IN THAT CASE, PUSSYCAT--
SURE, IF THAT'S HOW YOU GET YOUR KICKS.
OH, SHUT UP.
MALE CHAUVINISTS ALWAYS OPEN WOMEN'S DOORS FOR THEM, SO WHY CAN'T FEMALE CHAUVINISTS DO THE SAME FOR MEN?


LIKE I SAID, MJ, IF THAT'S HOW YOU GET--
HOLD IT! MY SPIDER-SENSE IS TINGLING LIKE A FIRE ALARM!
SOMETHING'S WRONG-- DEAD WRONG--!
THE LOCK! SOMETHING ABOUT THE LOCK ON MY APARTMENT DOOR--!
MARY JANE-- DON'T TURN THAT KEY! DON'T--

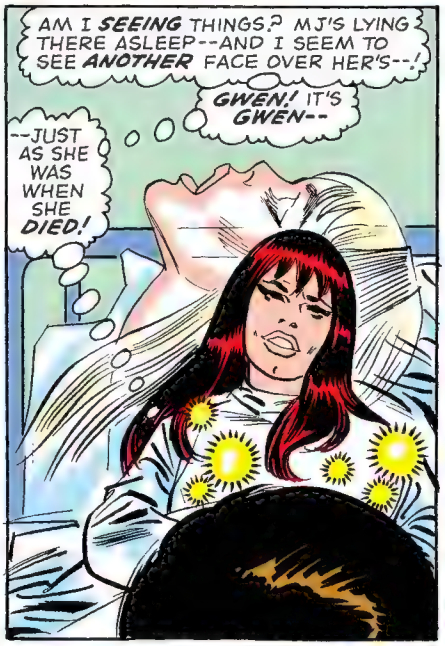

KA-RA-
-BOOM!

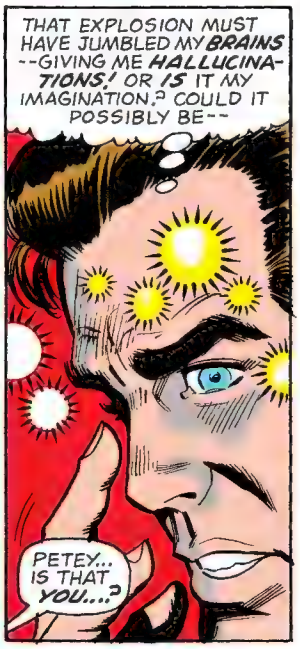

FOR SEVERAL SECONDS, NOTHING MOVES SAVE THE SMOKE SWIRLING FROM PETER'S APARTMENT.
THEN...
A BOMB--EXPLODED WHEN THE LOCK OPENED--!
COULD'VE GOTTEN KILLED IF I HADN'T--
MARY JANE! IS SHE--?
SHE'S UNCONSCIOUS--BUT HER HEART'S BEATING PRETTY STRONG, AND HER BREATHING DOESN'T SEEM LABORED.
GUESS SHE'S OKAY...BUT I WONDER IF I AM...
THE WAY MY EARS ARE RINGING, I MIGHT HAVE GOTTEN MYSELF A MILD CONCUSSION, AND THAT'S NOT SOMETHING TO FOOL WITH.
I BETTER CALL AN AMBULANCE, AND--OH NO!
MY APARTMENT--IT'S COMPLETELY DEMOLISHED!
WHOEVER DID THIS WANTED ME DEAD--THAT'S FOR SURE!
BUT WHY? NOBODY KNOWS I'M SPIDER-MAN ...OR DO THEY? IF SOMEONE'S FOUND OUT, I'M A SITTING DUCK.
HUH? WHAT'S THAT ON THE FLOOR...?
LOOKS LIKE A DETONATING FUSE--MUST HAVE BEEN ATTACHED TO THE BOMB, UNLESS HARRY'S TAKEN UP PYROTECHNICS AS A HOBBY.
AND SPEAKING OF MY ROOMMATE, WHERE--?
EEEEEE
POLICE SIRENS! TERRIFIC!


I'VE GOT MAYBE TWO MINUTES BEFORE THEY COME UP HERE AND START SEARCHING THIS PAD FOR CLUES.
AND IF THERE'S ONE THING I DON'T WANT THEM TO FIND--
--IT'S MY SPARE SPIDER-OUTFIT!
I CAN STICK MY EXTRA WEB CARTRIDGES IN MY PANTS--THE BULGE WON'T BE TOO NOTICEABLE--
--BUT MY COSTUME IS ANOTHER MATTER! I'M ALREADY WEARING ONE SET OF THREADS UNDER MY STREET CLOTHES--
--IF I PUT ON ANOTHER, I'LL LOOK LIKE SOMETHING OUT OF A WOODY ALLEN MOVIE!
ONLY ONE THING TO DO--
--AND THAT'S DITCH IT!
LET'S SEE. IT'S GOT TO BE SOMEPLACE THE COPS WON'T LOOK--AT LEAST, NOT RIGHT AWAY.
THAT ELIMINATES THE APARTMENT ITSELF--AND THE LEDGE OUTSIDE MY WINDOW--
--LEAVING THE ROOF OF THE BUILDING NEXT DOOR!
GREAT. THAT TAKES CARE OF THAT.
NOW ALL I'VE GOT TO DO IS GET BACK OUTSIDE, AND LOOK AS SHOCKED AS I FEEL.
WHICH IS PLENTY!
AND SO, WHEN THE POLICE ARRIVE SIX SECONDS LATER, THEY FIND WHAT THEY HALF EXPECTED TO FIND...
...AND THE QUESTIONS ARE GRACIOUSLY PUT OFF FOR LATER.

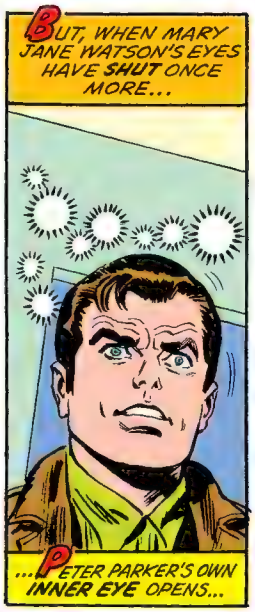
LATER, PLUS FORTY MINUTES...
MR. PARKER? YOU'RE THE YOUNG MAN WHO'S BEEN WAITING TO SEE MISS WATSON?
HER AUNT HAS JUST LEFT...YOU CAN GO IN NOW.
I EXPECT SO, ALL SHE NEEDS IS REST.
IS SHE GOING TO BE OKAY, DOCTOR?
LAB
LAB

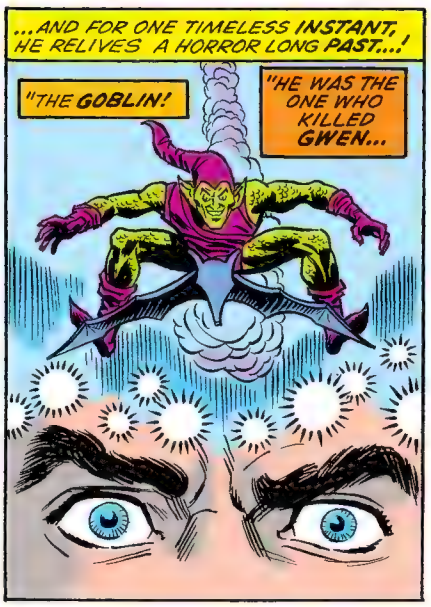
MJ ISN'T THE ONLY ONE; THE WAY THOSE COPS GRILLED ME WHILE I WAS WAITING, YOU'D THINK I WAS THE JERK WHO LEFT THAT BOMB!
THAT AND THE EXPLOSION HAVE ME TOTALLY WIPED OUT. AFTER THIS, I'D LIKE TO--HUH?


AM I SEEING THINGS? MJ'S LYING THERE ASLEEP--AND I SEEM TO SEE ANOTHER FACE OVER HER'S--!
GWEN! IT'S GWEN--
--JUST AS SHE WAS WHEN SHE DIED!

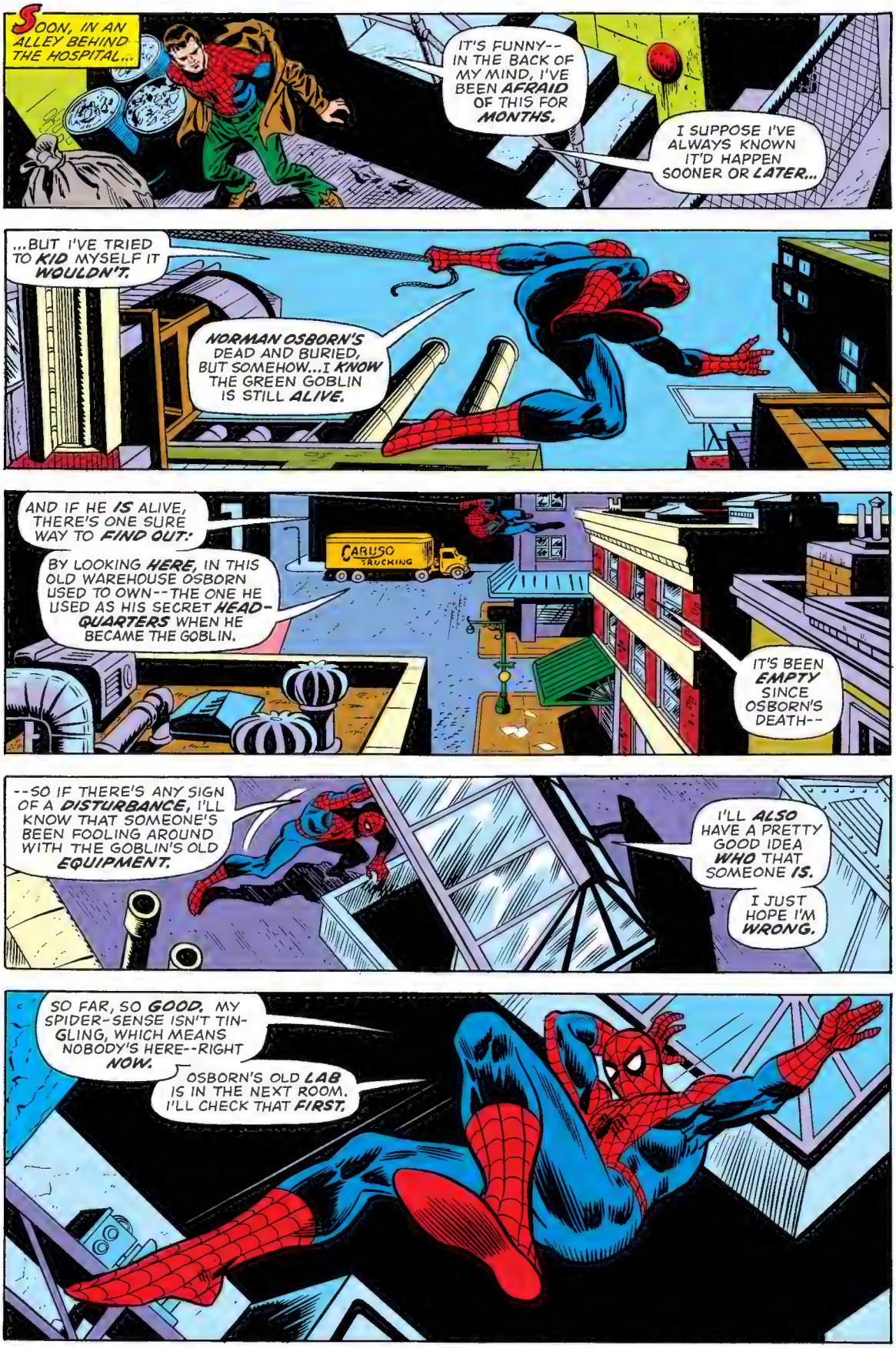

THAT EXPLOSION MUST HAVE JUMBLED MY BRAINS --GIVING ME HALLUCINATIONS! OR IS IT MY IMAGINATION? COULD IT POSSIBLY BE--
PETEY... IS THAT YOU...?

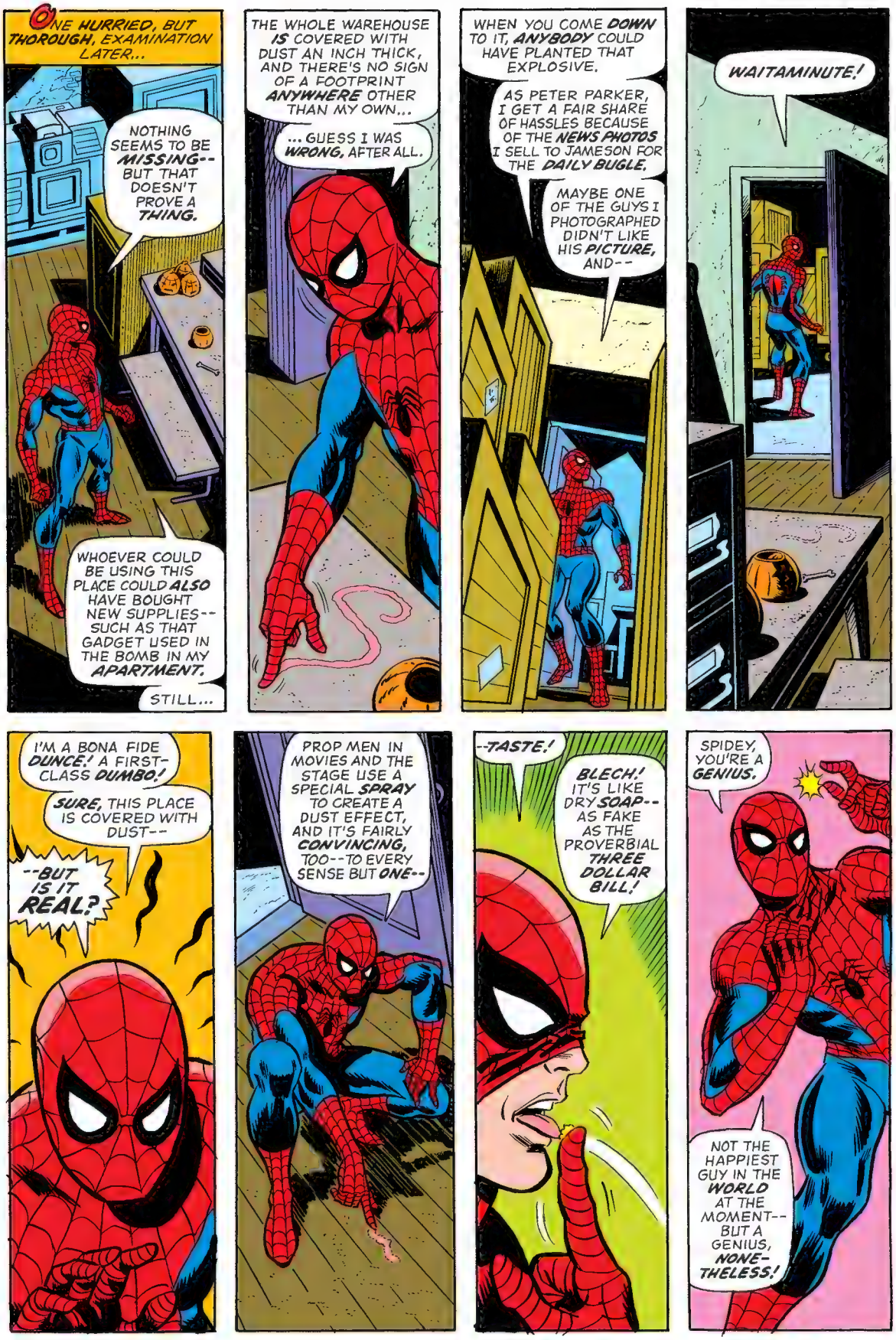
HEY, LADY... I THOUGHT YOU WERE ASLEEP.
I WAS--BUT I GUESS I HEARD YOU TALKING.
PETEY, WHAT HAPPENED TO ME--?
I'LL TELL YOU ABOUT IT LATER, MJ.
RIGHT NOW, YOU BETTER GO BACK TO SLEEP-- OKAY?
OKAY.

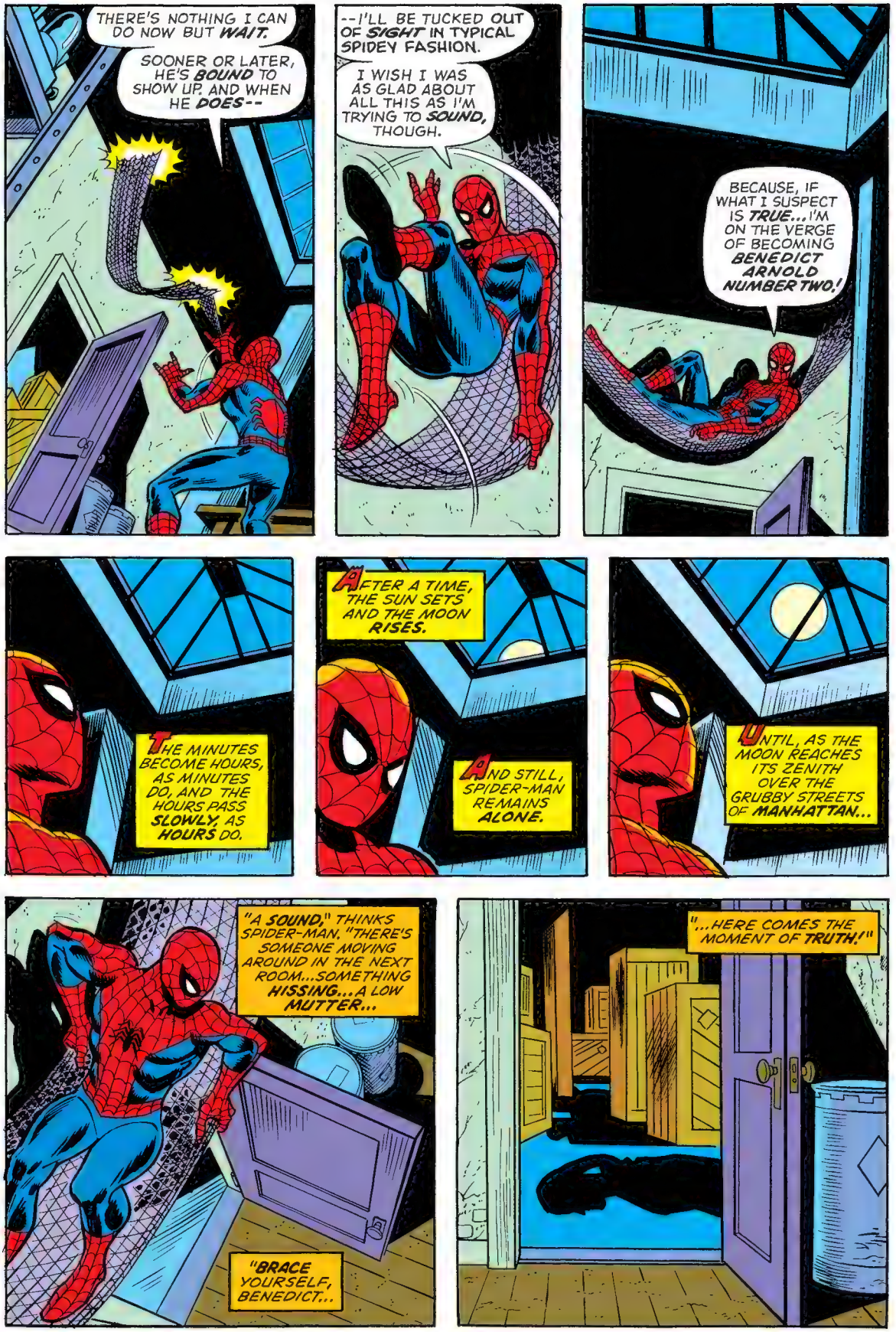

BUT, WHEN MARY JANE WATSON'S EYES HAVE SHUT ONCE MORE...
...PETER PARKER'S OWN INNER EYE OPENS...


...AND FOR ONE TIMELESS INSTANT, HE RELIVES A HORROR LONG PAST...!
"THE GOBLIN!
"HE WAS THE ONE WHO KILLED GWEN...

"HAS HE COME BACK, TO KILL ANOTHER GIRL WHO'S CLOSE TO ME?
"I'D ALMOST MANAGED TO FORGET, TO WIPE IT FROM MY MEMORY: THAT NIGHT, WHEN THE GREEN GOBLIN KIDNAPPED GWEN TO USE AS A HOSTAGE AGAINST ME--
"--AND MADE HER A VICTIM OF HIS INSANITY INSTEAD! THE SHOCK OF HER FALL KILLED HER--AND ALMOST ENDED MY LIFE AS WELL--
"--FOR IT DROVE ME TO A MURDEROUS RAGE, MADE ME WANT TO KILL THE MAN WHO'D KILLED GWEN STACY--
"--THE MAN WHO HID BEHIND THE GREEN GOBLIN'S MASK--
"--NORMAN OSBORN, THE FATHER OF MY ROOMMATE AND BEST FRIEND!
"BUT I DIDN'T KILL HIM. AT THE END, THE THOUGHT OF VENGEANCE MADE ME SICK, AND I TURNED AWAY....
"THE GOBLIN, HOWEVER, WANTED REVENGE--AND SUMMONED HIS JET-FLIER TO ATTACK ME FROM BEHIND.
"I GOT OUT OF THE WAY.
"THE GREEN GOBLIN DIDN'T." *
ALL SHOWN IN SPIDEY #121-122. --ROY.


SOON, IN AN ALLEY BEHIND THE HOSPITAL...
IT'S FUNNY--IN THE BACK OF MY MIND, I'VE BEEN AFRAID OF THIS FOR MONTHS.
I SUPPOSE I'VE ALWAYS KNOWN IT'D HAPPEN SOONER OR LATER...
...BUT I'VE TRIED TO KID MYSELF IT WOULDN'T.
NORMAN OSBORN'S DEAD AND BURIED, BUT SOMEHOW...I KNOW THE GREEN GOBLIN IS STILL ALIVE.
AND IF HE IS ALIVE, THERE'S ONE SURE WAY TO FIND OUT:
BY LOOKING HERE, IN THIS OLD WAREHOUSE OSBORN USED TO OWN--THE ONE HE USED AS HIS SECRET HEADQUARTERS WHEN HE BECAME THE GOBLIN.
CARUSO TRUCKING
IT'S BEEN EMPTY SINCE OSBORN'S DEATH--
--SO IF THERE'S ANY SIGN OF A DISTURBANCE, I'LL KNOW THAT SOMEONE'S BEEN FOOLING AROUND WITH THE GOBLIN'S OLD EQUIPMENT.
I'LL ALSO HAVE A PRETTY GOOD IDEA WHO THAT SOMEONE IS.
I JUST HOPE I'M WRONG.
SO FAR, SO GOOD. MY SPIDER-SENSE ISN'T TINGLING, WHICH MEANS NOBODY'S HERE--RIGHT NOW.
OSBORN'S OLD LAB IS IN THE NEXT ROOM. I'LL CHECK THAT FIRST.


ONE HURRIED, BUT THOROUGH, EXAMINATION LATER...
NOTHING SEEMS TO BE MISSING-- BUT THAT DOESN'T PROVE A THING.
WHOEVER COULD BE USING THIS PLACE COULD ALSO HAVE BOUGHT NEW SUPPLIES-- SUCH AS THAT GADGET USED IN THE BOMB IN MY APARTMENT.
STILL...
THE WHOLE WAREHOUSE IS COVERED WITH DUST AN INCH THICK, AND THERE'S NO SIGN OF A FOOTPRINT ANYWHERE OTHER THAN MY OWN...
... GUESS I WAS WRONG, AFTER ALL.
WHEN YOU COME DOWN TO IT, ANYBODY COULD HAVE PLANTED THAT EXPLOSIVE.
AS PETER PARKER, I GET A FAIR SHARE OF HASSLES BECAUSE OF THE NEWS PHOTOS I SELL TO JAMESON FOR THE DAILY BUGLE.
MAYBE ONE OF THE GUYS I PHOTOGRAPHED DIDN'T LIKE HIS PICTURE, AND--
WAITAMINUTE!
I'M A BONA FIDE DUNCE! A FIRST-CLASS DUMBO!
SURE, THIS PLACE IS COVERED WITH DUST--
--BUT IS IT REAL?
PROP MEN IN MOVIES AND THE STAGE USE A SPECIAL SPRAY TO CREATE A DUST EFFECT, AND IT'S FAIRLY CONVINCING, TOO--TO EVERY SENSE BUT ONE--
--TASTE!
BLECH! IT'S LIKE DRY SOAP-- AS FAKE AS THE PROVERBIAL THREE DOLLAR BILL!
SPIDEY, YOU'RE A GENIUS.
NOT THE HAPPIEST GUY IN THE WORLD AT THE MOMENT-- BUT A GENIUS, NONE-THELESS!


THERE'S NOTHING I CAN DO NOW BUT WAIT.
SOONER OR LATER, HE'S BOUND TO SHOW UP. AND WHEN HE DOES--
--I'LL BE TUCKED OUT OF SIGHT IN TYPICAL SPIDEY FASHION.
I WISH I WAS AS GLAD ABOUT ALL THIS AS I'M TRYING TO SOUND, THOUGH.
BECAUSE, IF WHAT I SUSPECT IS TRUE... I'M ON THE VERGE OF BECOMING BENEDICT ARNOLD NUMBER TWO!
THE MINUTES BECOME HOURS, AS MINUTES DO, AND THE HOURS PASS SLOWLY, AS HOURS DO.
AFTER A TIME, THE SUN SETS AND THE MOON RISES.
AND STILL, SPIDER-MAN REMAINS ALONE.
UNTIL, AS THE MOON REACHES ITS ZENITH OVER THE GRUBBY STREETS OF MANHATTAN...
"A SOUND," THINKS SPIDER-MAN, "THERE'S SOMEONE MOVING AROUND IN THE NEXT ROOM...SOMETHING HISSING... A LOW MUTTER...
"BRACE YOURSELF, BENEDICT...
"...HERE COMES THE MOMENT OF TRUTH!"

AND IF EVER A MOMENT WAS TRUE, SPIDEY FANS...

...THIS MOMENT IS IT!

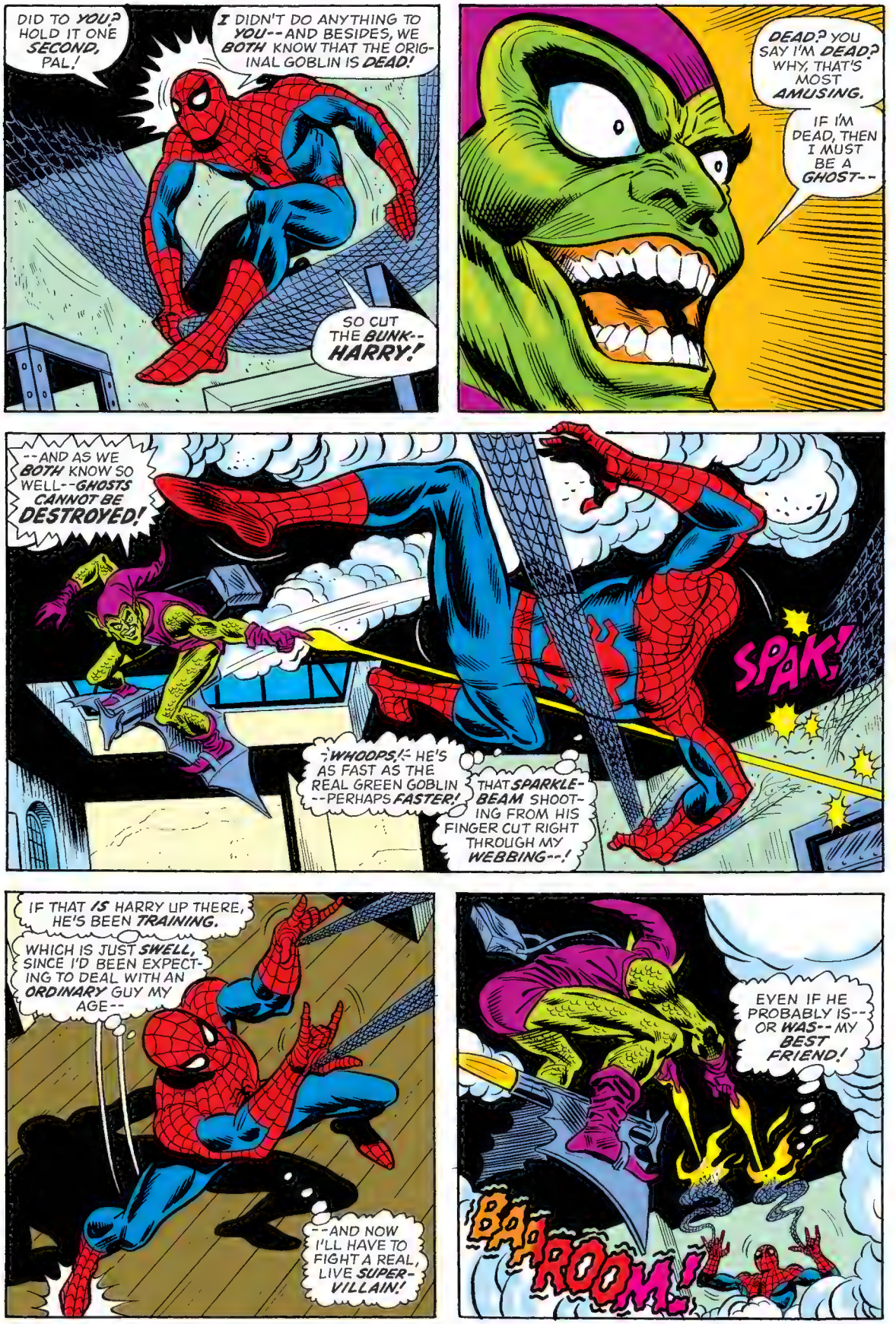
HOLY COW! IT'S REALLY HIM--

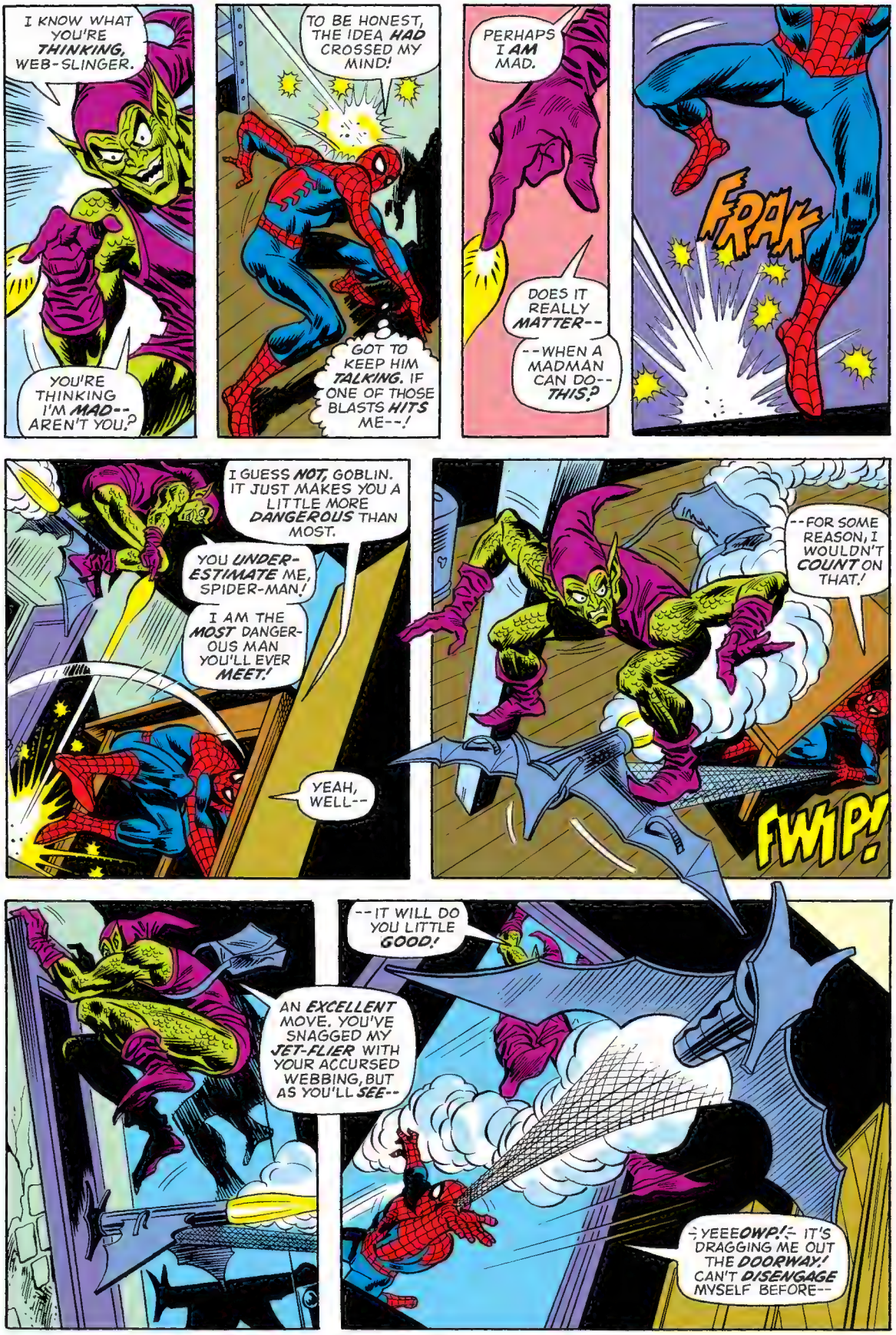
SPAAROOM!!

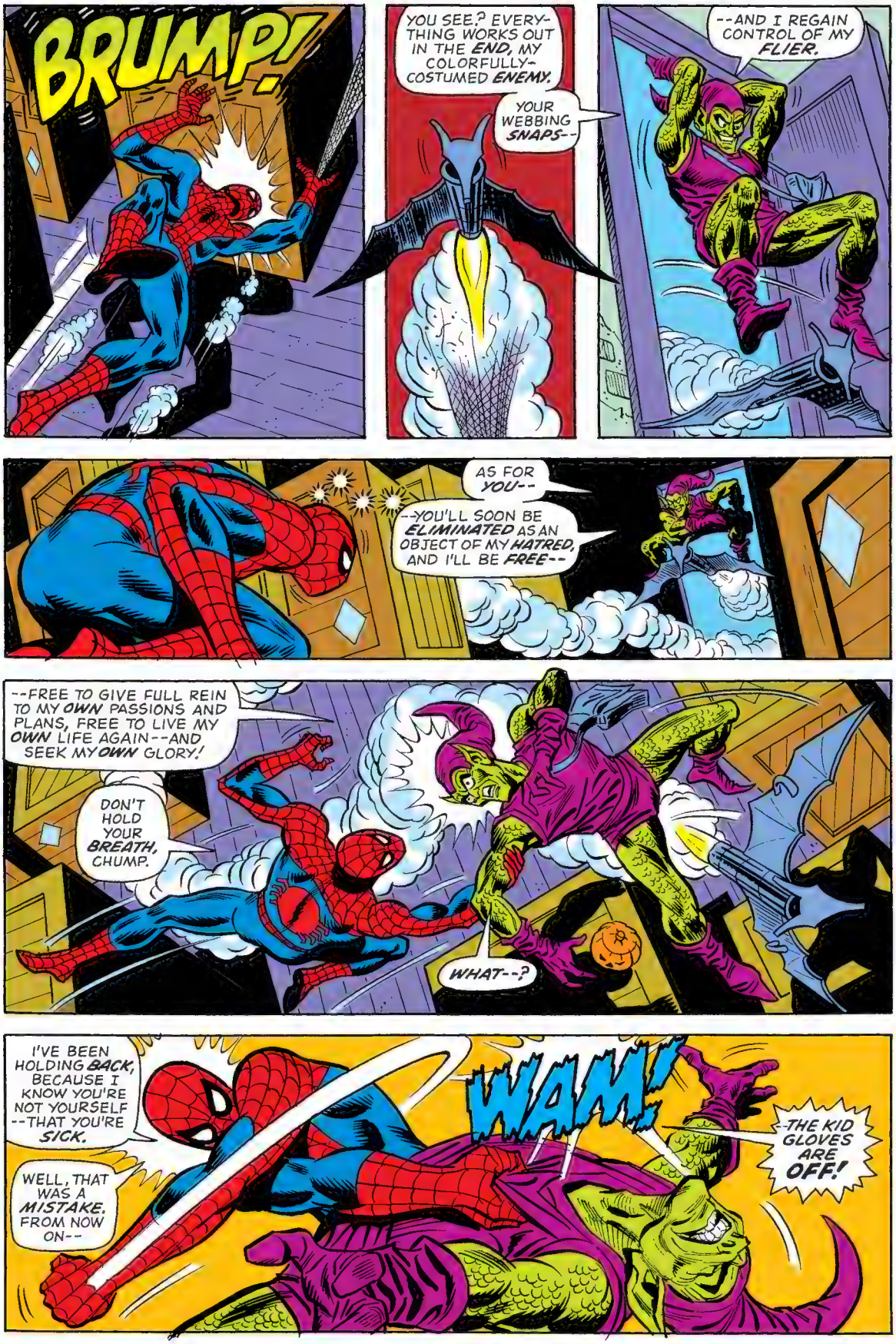
THE GREEN GOBLIN LIVES AGAIN!

THAT'S RIGHT, YOU BABBLING IDIOT! I DO LIVE AGAIN, IN ALL MY POWER AND GLORY--

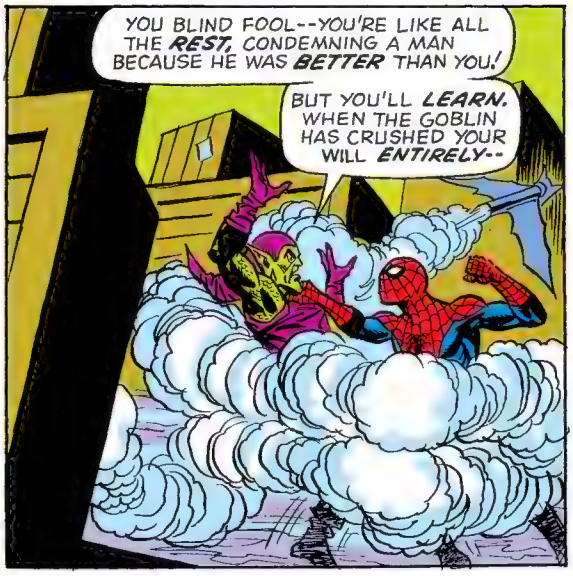
--AND FOR WHAT YOU DID TO ME-- I WILL HAVE REVENGE!

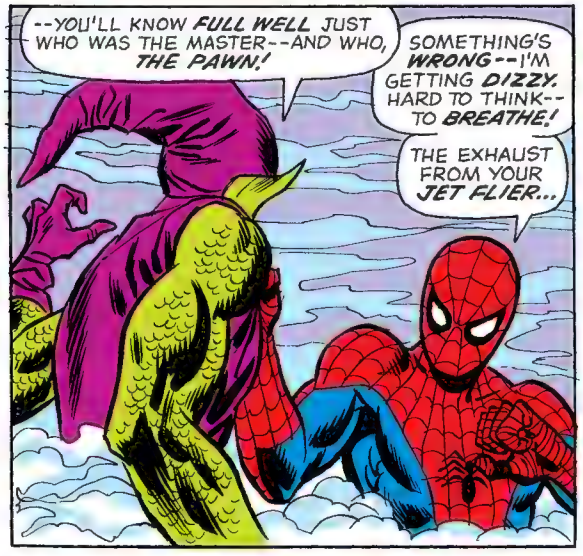

DID TO YOU? HOLD IT ONE SECOND, PAL!
I DIDN'T DO ANYTHING TO YOU--AND BESIDES, WE BOTH KNOW THAT THE ORIGINAL GOBLIN IS DEAD!
SO CUT THE BUNK--HARRY!
DEAD? YOU SAY I'M DEAD? WHY, THAT'S MOST AMUSING.
IF I'M DEAD, THEN I MUST BE A GHOST--
--AND AS WE BOTH KNOW SO WELL--GHOSTS CANNOT BE DESTROYED!
SPAK!
-WHOOPS!- HE'S AS FAST AS THE REAL GREEN GOBLIN --PERHAPS FASTER!
THAT SPARKLE-BEAM SHOOTING FROM HIS FINGER CUT RIGHT THROUGH MY WEBBING--!
IF THAT IS HARRY UP THERE, HE'S BEEN TRAINING.
WHICH IS JUST SWELL, SINCE I'D BEEN EXPECTING TO DEAL WITH AN ORDINARY GUY MY AGE--
--AND NOW I'LL HAVE TO FIGHT A REAL, LIVE SUPER-VILLAIN!
EVEN IF HE PROBABLY IS--OR WAS--MY BEST FRIEND!
BA-ROOM!


I KNOW WHAT YOU'RE THINKING, WEB-SLINGER.
YOU'RE THINKING I'M MAD-- AREN'T YOU?
TO BE HONEST, THE IDEA HAD CROSSED MY MIND!
GOT TO KEEP HIM TALKING. IF ONE OF THOSE BLASTS HITS ME--!
PERHAPS I AM MAD.
DOES IT REALLY MATTER--
--WHEN A MADMAN CAN DO-- THIS?
FRAK
I GUESS NOT, GOBLIN. IT JUST MAKES YOU A LITTLE MORE DANGEROUS THAN MOST.
YOU UNDER-ESTIMATE ME, SPIDER-MAN!
I AM THE MOST DANGER-OUS MAN YOU'LL EVER MEET!
YEAH, WELL--
--FOR SOME REASON, I WOULDN'T COUNT ON THAT!
FWIP!
AN EXCELLENT MOVE. YOU'VE SNAGGED MY JET-FLIER WITH YOUR ACCURSED WEBBING, BUT AS YOU'LL SEE--
--IT WILL DO YOU LITTLE GOOD!
-:YEEEOWP!:- IT'S DRAGGING ME OUT THE DOORWAY! CAN'T DISENGAGE MYSELF BEFORE--


BRUMP!
YOU SEE.? EVERY-THING WORKS OUT IN THE END, MY COLORFULLY-COSTUMED ENEMY.
YOUR WEBBING SNAPS--
--AND I REGAIN CONTROL OF MY FLIER.
AS FOR YOU--
--YOU'LL SOON BE ELIMINATED AS AN OBJECT OF MY HATRED, AND I'LL BE FREE--
--FREE TO GIVE FULL REIN TO MY OWN PASSIONS AND PLANS, FREE TO LIVE MY OWN LIFE AGAIN--AND SEEK MY OWN GLORY!
DON'T HOLD YOUR BREATH, CHUMP.
WHAT--?
I'VE BEEN HOLDING BACK, BECAUSE I KNOW YOU'RE NOT YOURSELF --THAT YOU'RE SICK.
WAM!
THE KID GLOVES ARE OFF!
WELL, THAT WAS A MISTAKE. FROM NOW ON--

I KNOW THE SHOCK OF YOUR DAD'S DEATH WAS A STRAIN ON YOU, HARRY--
--BUT YOU'VE GOT TO FACE FACTS!
NORMAN OSBORN WAS A CROOK AND A MURDERER-- AND IF YOU KEEP THIS UP--
--YOU'LL TURN INTO ONE TOO!

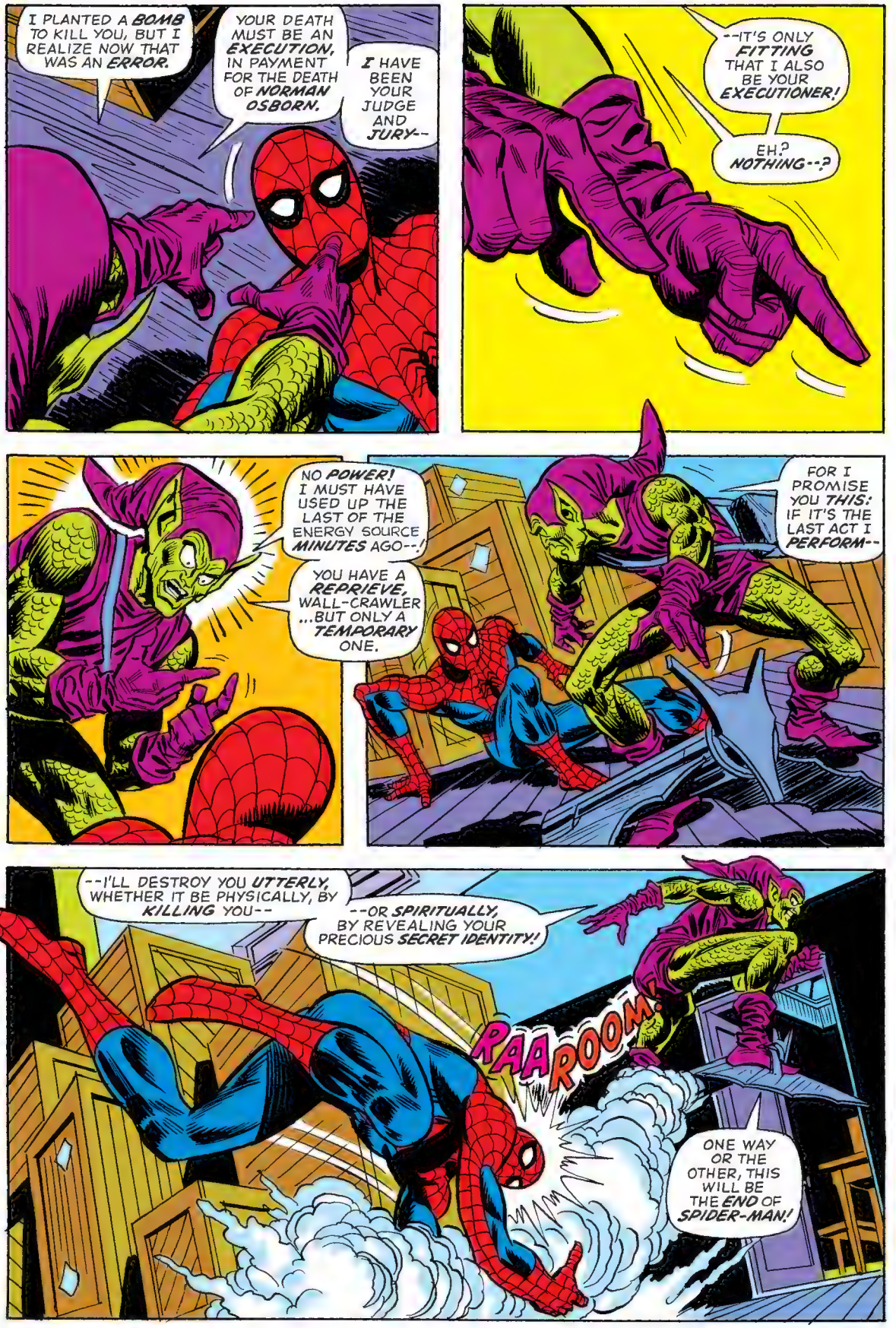

YOU BLIND FOOL--YOU'RE LIKE ALL THE REST, CONDEMNING A MAN BECAUSE HE WAS BETTER THAN YOU!
BUT YOU'LL LEARN. WHEN THE GOBLIN HAS CRUSHED YOUR WILL ENTIRELY--


--YOU'LL KNOW FULL WELL JUST WHO WAS THE MASTER--AND WHO, THE PAWN!
SOMETHING'S WRONG--I'M GETTING DIZZY. HARD TO THINK-- TO BREATHE!
THE EXHAUST FROM YOUR JET FLIER...

...SOME SORT... OF DRUG...

UNNNNNHHH!
SO IT ENDS.
THE MONTHS OF TREACHERY AND DUPLICITY... PRETENDING YOU WERE MY FRIEND...
...WHEN ALL THE TIME, YOU PLOTTED BEHIND MY BACK!

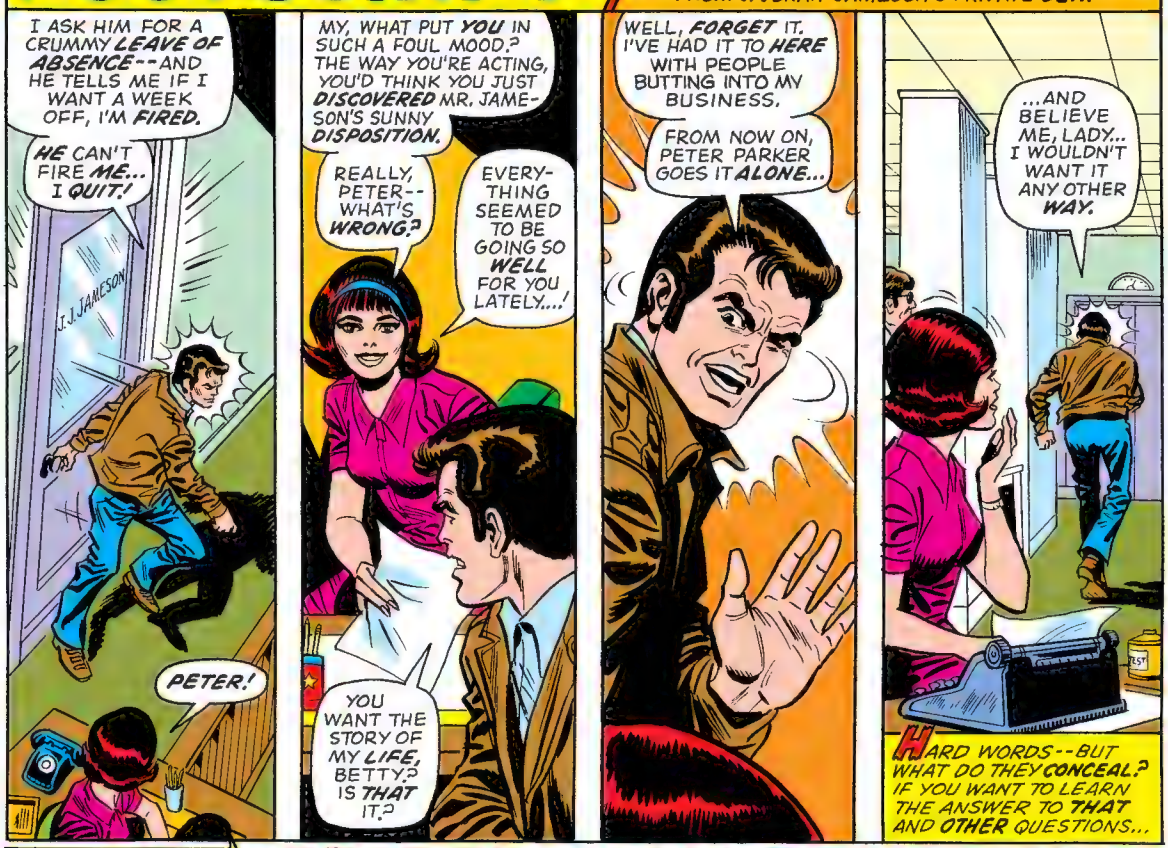
WHEN I DISCOVERED YOUR SPIDER-COSTUME IN YOUR DRESSER DRAWER,* I KNEW WHO YOU WERE AT LAST--
--I KNEW THAT PETER PARKER WAS SPIDER-MAN--
--AND BECAUSE OF IT, HE DESERVED TO DIE!
*LAST ISSUE. --ROY.


I PLANTED A BOMB TO KILL YOU, BUT I REALIZE NOW THAT WAS AN ERROR.
YOUR DEATH MUST BE AN EXECUTION, IN PAYMENT FOR THE DEATH OF NORMAN OSBORN.
I HAVE BEEN YOUR JUDGE AND JURY--
--IT'S ONLY FITTING THAT I ALSO BE YOUR EXECUTIONER!
EH.? NOTHING--?
NO POWER! I MUST HAVE USED UP THE LAST OF THE ENERGY SOURCE MINUTES AGO--!
YOU HAVE A REPRIEVE, WALL-CRAWLER ...BUT ONLY A TEMPORARY ONE.
FOR I PROMISE YOU THIS: IF IT'S THE LAST ACT I PERFORM--
--I'LL DESTROY YOU UTTERLY, WHETHER IT BE PHYSICALLY, BY KILLING YOU--
--OR SPIRITUALLY, BY REVEALING YOUR PRECIOUS SECRET IDENTITY!
RAA
ROOM
ONE WAY OR THE OTHER, THIS WILL BE THE END OF SPIDER-MAN!

AND IT WILL BE UP TO YOU TO WAIT AND WONDER--
--JUST WHEN THAT END WILL COME!
HAHAHA
HAHAHA
THE LAUGHTER BUILDS MADLY, AND FINALLY FADES...
...LEAVING BEHIND A VERY WORRIED COSTUMED HERO.

POSTSCRIPT:

THREE QUARTERS OF AN HOUR LATER, IN THE OFFICES OF THE DAILY BUGLE, AN IRATE PHOTOG NAMED PETER PARKER MAKES AN ANGRY EXIT FROM J. JONAH JAMESON'S PRIVATE DEN.


I ASK HIM FOR A CRUMMY LEAVE OF ABSENCE--AND HE TELLS ME IF I WANT A WEEK OFF, I'M FIRED.
HE CAN'T FIRE ME... I QUIT!
J. J. JAMESON
PETER!
MY, WHAT PUT YOU IN SUCH A FOUL MOOD? THE WAY YOU'RE ACTING, YOU'D THINK YOU JUST DISCOVERED MR. JAMESON'S SUNNY DISPOSITION.
REALLY, PETER--WHAT'S WRONG?
EVERYTHING SEEMED TO BE GOING SO WELL FOR YOU LATELY...!
YOU WANT THE STORY OF MY LIFE, BETTY? IS THAT IT?
WELL, FORGET IT. I'VE HAD IT TO HERE WITH PEOPLE BUTTING INTO MY BUSINESS.
FROM NOW ON, PETER PARKER GOES IT ALONE...
...AND BELIEVE ME, LADY... I WOULDN'T WANT IT ANY OTHER WAY.

HARD WORDS--BUT WHAT DO THEY CONCEAL? IF YOU WANT TO LEARN THE ANSWER TO THAT AND OTHER QUESTIONS...

...TUNE IN NEXT ISSUE, FOR THE SECOND PART OF OUR TALE, TITLED:

SPIDER-MAN: RENEGADE!

IT'S JUST FOUR WEEKS AWAY, TIGER! CATCH IT IF YOU CAN!

SPIDER-MAN
MARVEL COMICS GROUP™
APPROVED BY THE COMICS CODE AUTHORITY
25¢
137
OCT
02457
the AMAZING SPIDER-MAN®
MARY JANE! AUNT MAY! FLASH THOMPSON! ALL OF THEM-- AT THE MERCY OF THE GREEN GOBLIN!
LET THEM GO--NOW!
ON THE CONTRARY, WALL CRAWLER! COME ONE INCH CLOSER--AND I'LL BLOW THEM ALL TO BITS!!

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...a SPIDER-MAN!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

PROLOGUE: EVEN AS OUR HERO CONDUCTS A FRUITLESS SEARCH IN MANHATTAN, ON AN INTERSTATE HIGHWAY IN NEW JERSEY... THE GREEN GOBLIN STRIKES!

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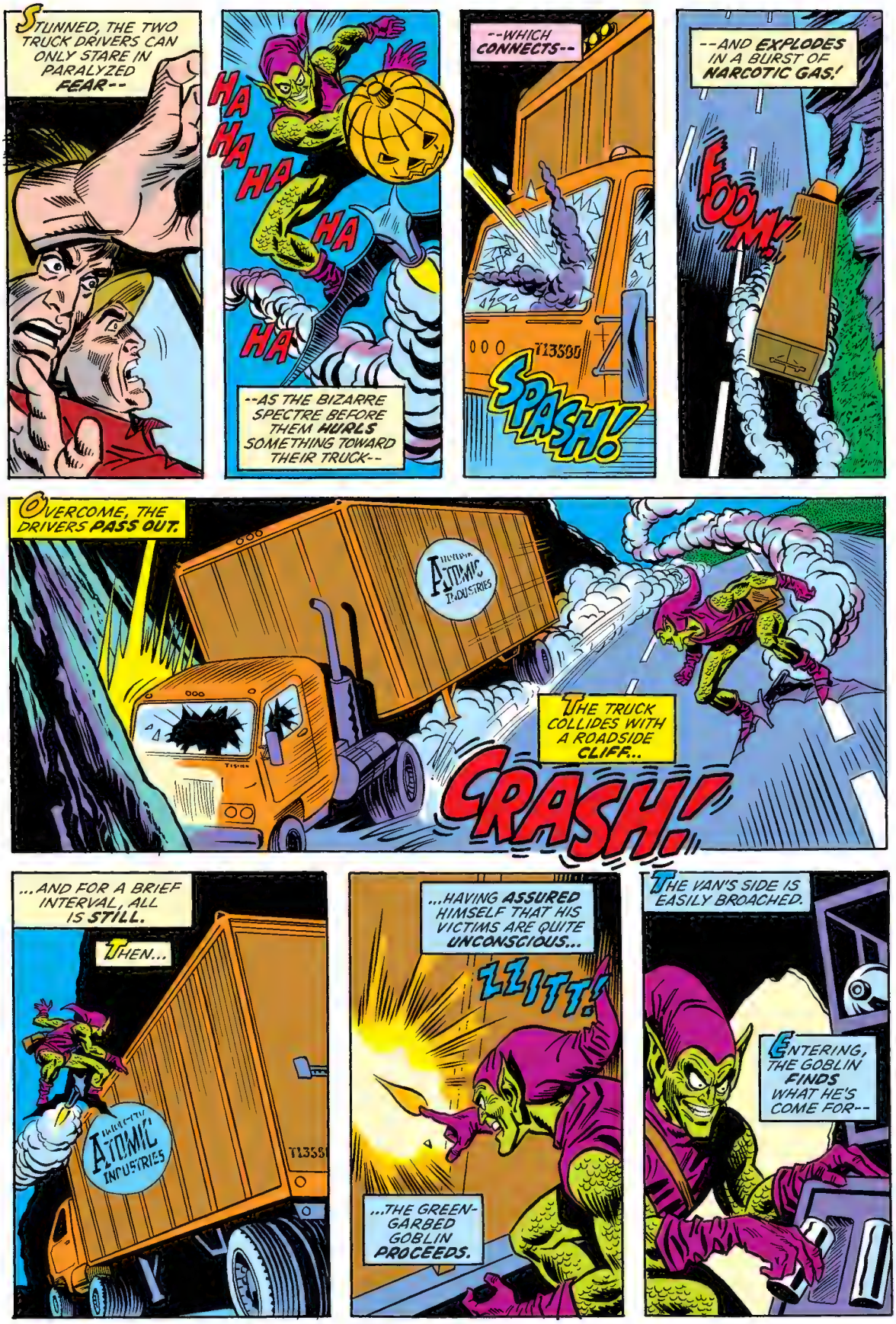
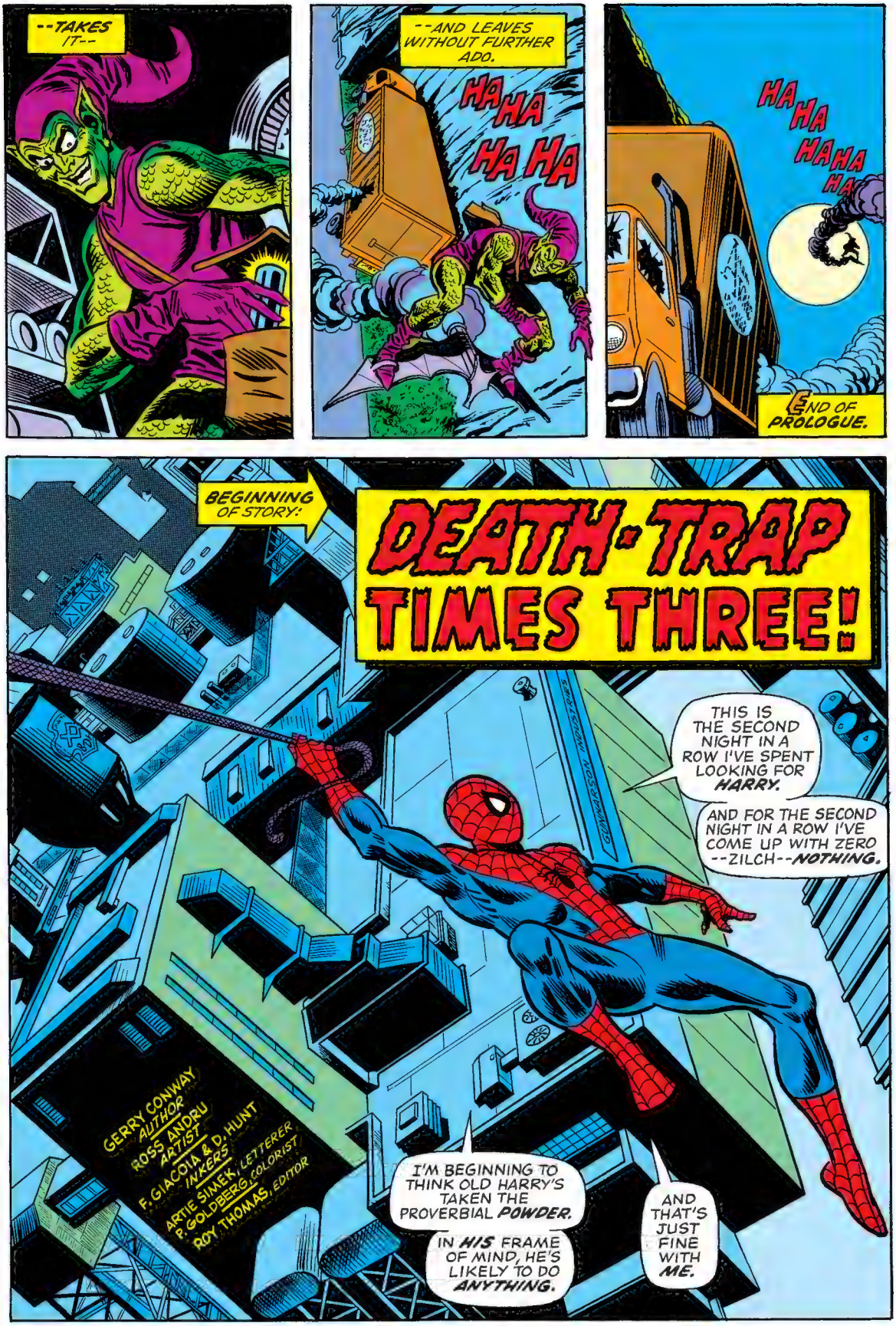
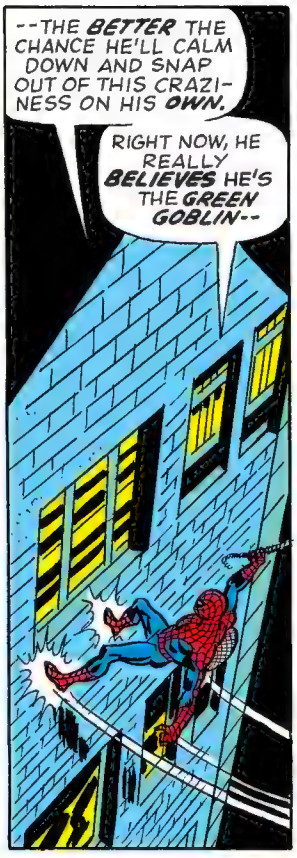
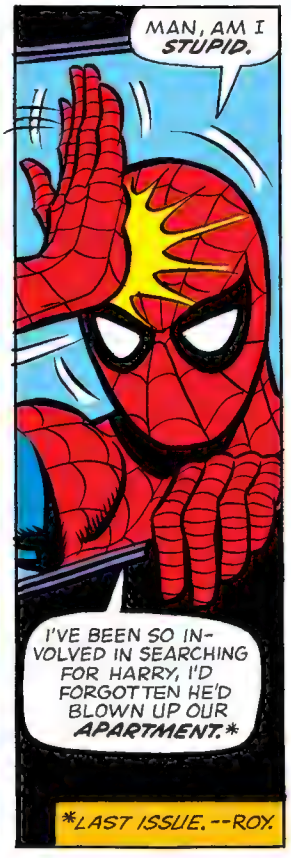

STUNNED, THE TWO TRUCK DRIVERS CAN ONLY STARE IN PARALYZED FEAR--
HA HA HA HA HA
--AS THE BIZARRE SPECTRE BEFORE THEM HURLS SOMETHING TOWARD THEIR TRUCK--
--WHICH CONNECTS--
T13380
SPASH!
--AND EXPLODES IN A BURST OF NARCOTIC GAS!
FOOM!
OVERCOME, THE DRIVERS PASS OUT.
ATOMIC INDUSTRIES
THE TRUCK COLLIDES WITH A ROADSIDE CLIFF...
CRASH!
...AND FOR A BRIEF INTERVAL, ALL IS STILL.
THEN...
ATOMIC INDUSTRIES
T1338
...HAVING ASSURED HIMSELF THAT HIS VICTIMS ARE QUITE UNCONSCIOUS...
LLITT!
...THE GREEN-GARBED GOBLIN PROCEEDS.
THE VAN'S SIDE IS EASILY BROACHED.
ENTERING, THE GOBLIN FINDS WHAT HE'S COME FOR--

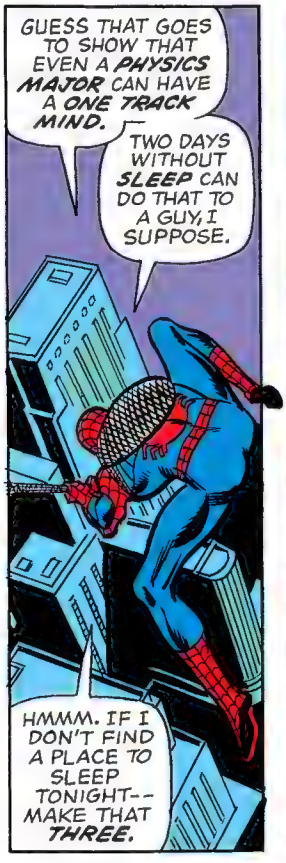

--TAKES IT--
--AND LEAVES WITHOUT FURTHER ADO.
HA HA HA HA
HA HA HA HA HA
END OF PROLOGUE.
BEGINNING OF STORY:
DEATH-TRAP TIMES THREE!
THIS IS THE SECOND NIGHT IN A ROW I'VE SPENT LOOKING FOR HARRY.
AND FOR THE SECOND NIGHT IN A ROW I'VE COME UP WITH ZERO --ZILCH--NOTHING.
I'M BEGINNING TO THINK OLD HARRY'S TAKEN THE PROVERBIAL POWDER.
IN HIS FRAME OF MIND, HE'S LIKELY TO DO ANYTHING.
AND THAT'S JUST FINE WITH ME.
GERRY CONWAY AUTHOR
ROSS ANDRU ARTIST
F. GIACOIA & D. HUNT INKERS
ARTIE SIMEK, LETTERER
P. GOLDBERG, COLORIST
ROY THOMAS, EDITOR

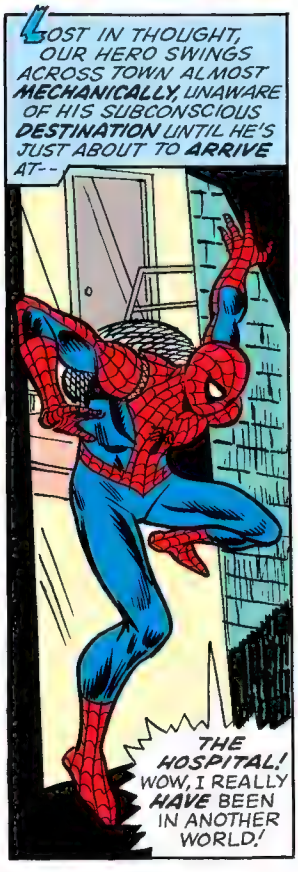
IF I CAN'T FIND HIM, I DON'T HAVE TO DEAL WITH HIM--
--AND THE LONGER I CAN PUT OFF DEALING WITH HIM--


--THE BETTER THE CHANCE HE'LL CALM DOWN AND SNAP OUT OF THIS CRAZINESS ON HIS OWN.
RIGHT NOW, HE REALLY BELIEVES HE'S THE GREEN GOBLIN--

--DESPITE THE FACT THAT WE'RE REALLY EACH OTHER'S BEST FRIEND.
OR WERE, UNTIL HARRY'S FATHER DIED.
NORMAN OSBORN WAS THE REAL GREEN GOBLIN, AND HE--
TERRIFIC.


MAN, AM I STUPID.
I'VE BEEN SO INVOLVED IN SEARCHING FOR HARRY, I'D FORGOTTEN HE'D BLOWN UP OUR APARTMENT.*
*LAST ISSUE. --ROY.


GUESS THAT GOES TO SHOW THAT EVEN A PHYSICS MAJOR CAN HAVE A ONE TRACK MIND.
TWO DAYS WITHOUT SLEEP CAN DO THAT TO A GUY, I SUPPOSE.
HMMM. IF I DON'T FIND A PLACE TO SLEEP TONIGHT-- MAKE THAT THREE.

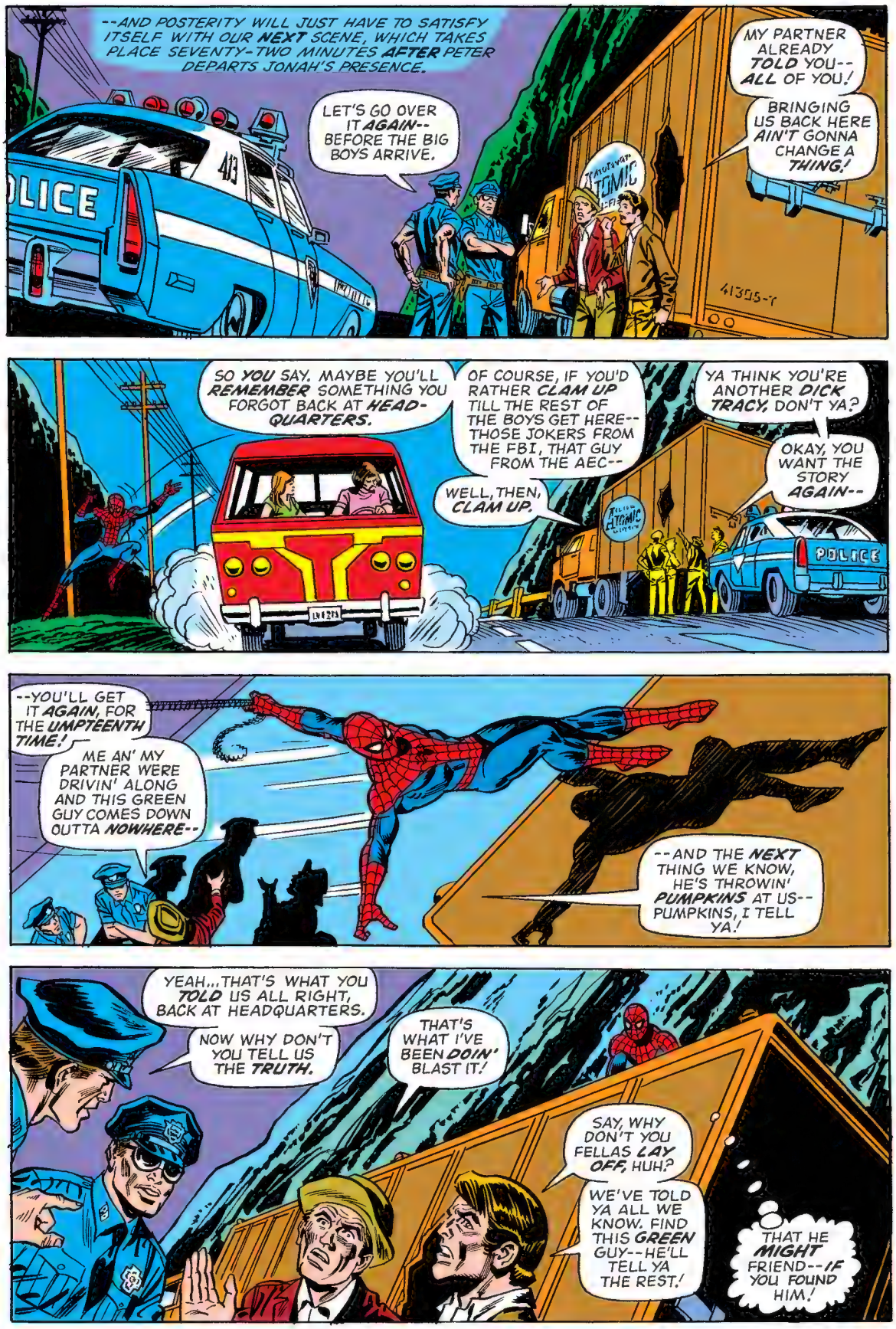

LOST IN THOUGHT, OUR HERO SWINGS ACROSS TOWN ALMOST MECHANICALLY, UNAWARE OF HIS SUBCONSCIOUS DESTINATION UNTIL HE'S JUST ABOUT TO ARRIVE AT--
THE HOSPITAL! WOW, I REALLY HAVE BEEN IN ANOTHER WORLD!

THIS MESS HAS ME SO CONFUSED AND UPTIGHT, I HAVEN'T THOUGHT ABOUT MJ ONCE IN THE PAST HOUR!
THE EXPLOSION WHICH WIPED OUT MY APARTMENT ALSO WIPED OUT HER--

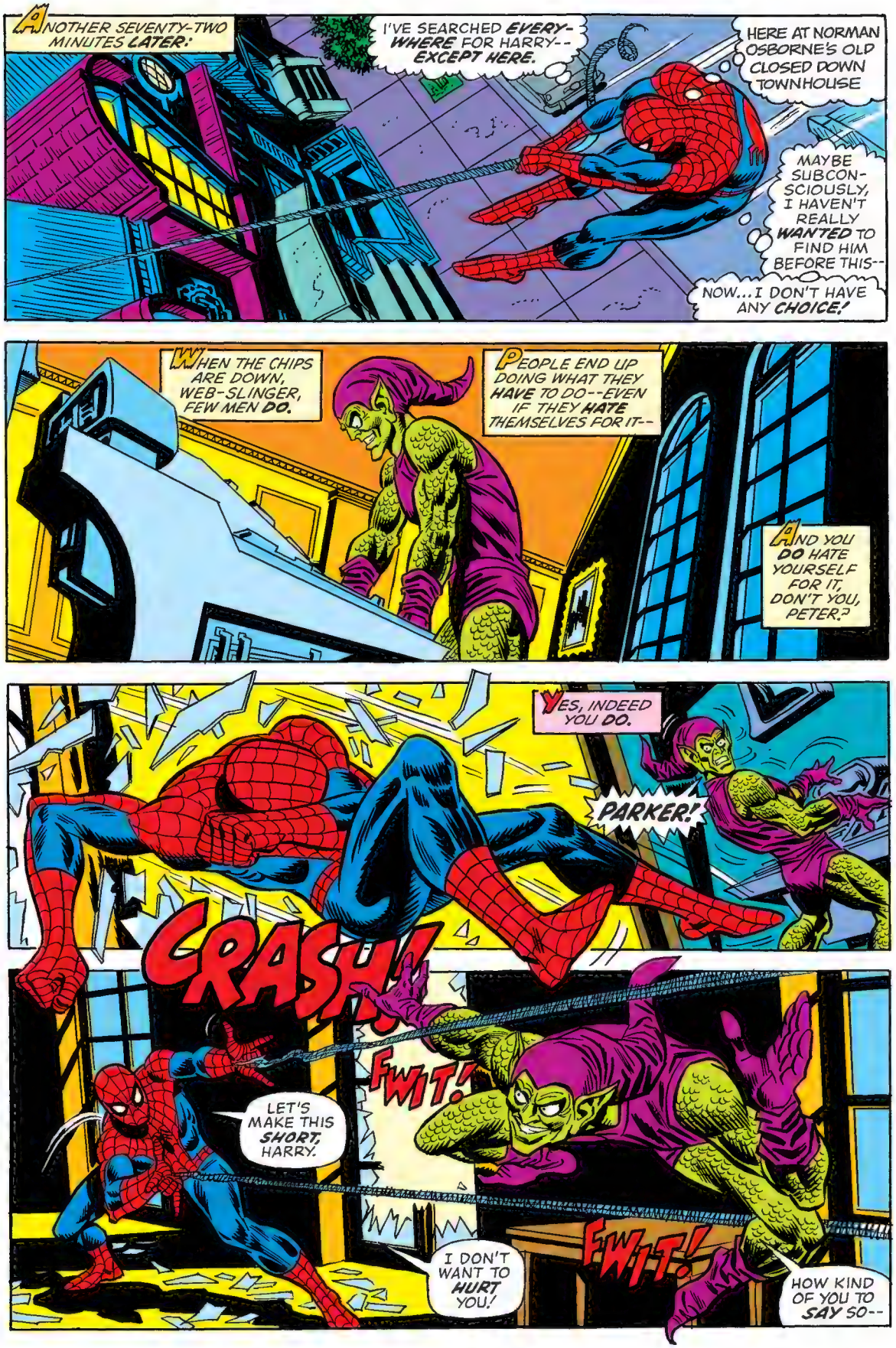
--WHICH MAKES ONE MORE THING I OWE HER FOR, ON TOP OF EVERYTHING ELSE.
MARY JANE'S DONE A LOT TO KEEP ME SANE, THESE PAST FEW MONTHS SINCE GWEN WAS KILLED--

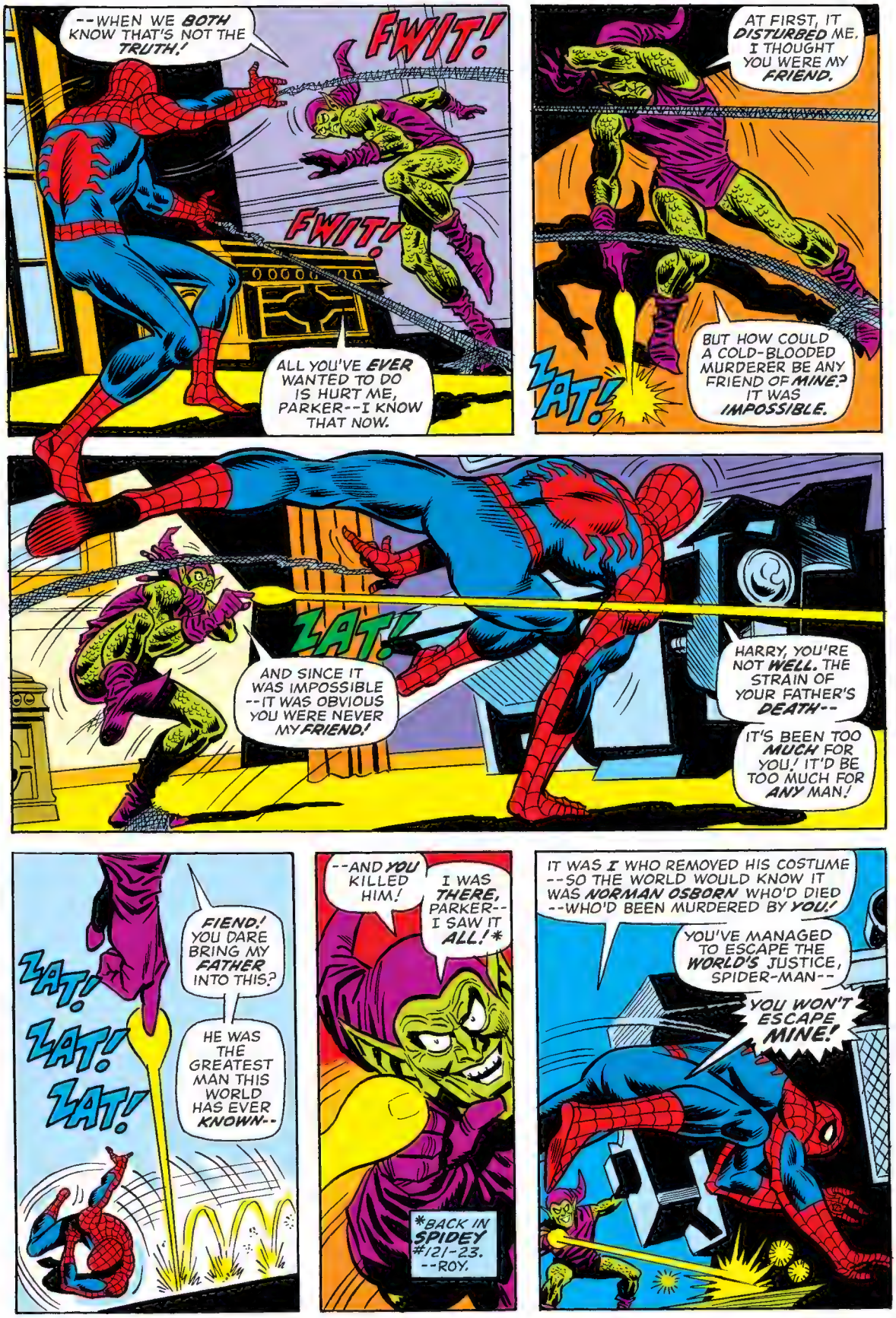
--AND CONSIDERING WHAT A MANIC-DEPRESSIVE I'VE ALWAYS BEEN, THAT'S SAYING A LOT!
SHE'S ONE FINE LADY, OLD MARY JANE IS. IN FACT, I'M BEGINNING TO FEEL--HUH?
PETER PARKER!
WE WERE WONDERING WHEN YOU'D GET HERE, SON.
WHEN WE HEARD THE NEWS, WE RUSHED OVER--FLASH AND I HAVE BEEN HERE ALL DAY, AND JONAH AND LIZ ARRIVED THIS AFTERNOON--
WHAT KEPT YOU, PETE?
MR. ROBERTSON... LIZ... I DIDN'T REALIZE--IS MARY JANE OKAY?
HAS SHE HAD A RELAPSE OR SOMETHING--?
NOTHING LIKE THAT, PETEY.
MJ WAS JUST ASKING FOR YOU, FELLA--
THOUGH WHAT SHE SEES IN AN EGGHEAD LIKE YOU, I'LL NEVER KNOW.
WHEW. YOU HAD ME GOING FOR A MOMENT. SHE SEEMED ALL RIGHT WHEN I SAW HER THIS MORNING--BUT WHEN YOU SAID--
SORRY, PETER. BAD WORDING ON MY PART.
CHALK IT UP TO TENSION AND A LACK OF SLEEP.
CITY EDITORS NEED SLEEP? WELL, SURPRISE, SURPRISE!
SPEAKING OF SURPRISES, MR. PARKER LOOK WHO ELSE IS HERE.
AUNT MAY!
HOW'S MY FAVORITE GIRL? ALL THAT FOOTBALL ISN'T WEARING YOU DOWN, IS IT?
FOOTBALL? WHY, PETER, WHATEVER DO YOU MEAN?
JUST A RUMOR I HEARD--
--ABOUT YOU BEING DRAFTED TO PLAY WITH THE GIANTS THIS YEAR!
SWEET BOY. YOU'RE SUCH A CHARMER!
I NEVER KNOW WHAT YOU'LL SAY NEXT.
HOW ABOUT--"LET'S SEE MJ"?
WHAT ABOUT YOU, FLASH? JOIN US?
LATER, PETER. I JUST NOTICED WE'RE STILL ONE FRIEND SHORT--HARRY!

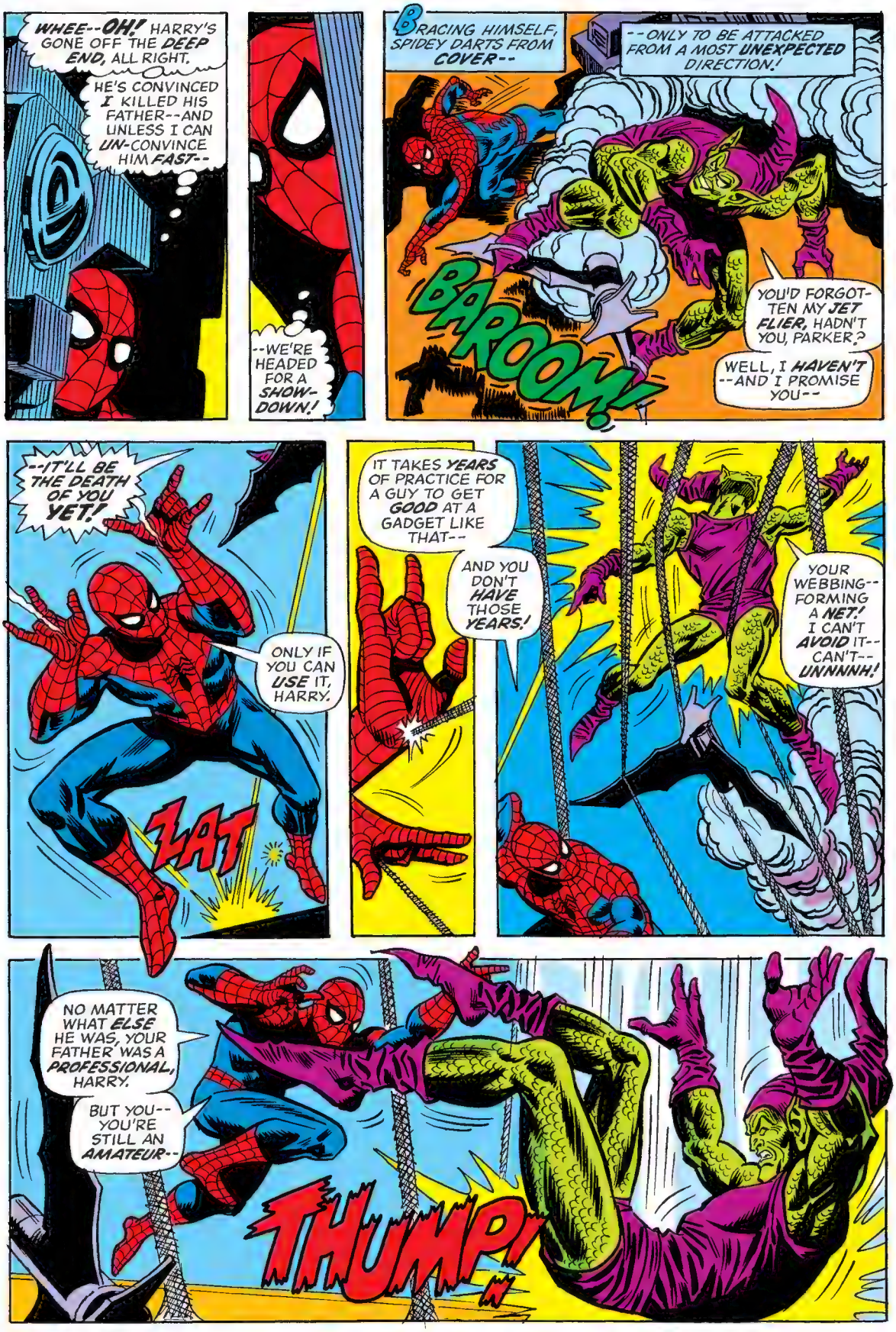
SO I NOTICED. I'D HALF HOPED HARRY WOULD SHOW UP HERE--BUT NOW--
HEY, FROWN-FACE... WHY SO GRIM? I'VE GOT A FEW SPRAINS, A SET OF STUFFED-UP SINUSES--AND A RINGING IN MY EARS THAT JUST WON'T QUIT --AND THAT'S IT!
I'M NOT DYING OR ANYTHING, SO PUT ON SOME CHEER, OKAY?
GUESS I'M STILL A LITTLE GROGGY MYSELF, MJ.
WHEN I THINK WHAT MIGHT HAVE HAPPENED TO YOU TWO--
WELL, DON'T LET IT GET YOU DOWN, MRS. PARKER. WE'RE OKAY, THE POLICE ARE CHECKING THE WHOLE THING OUT--
--AND THERE'RE BIGGER THINGS IN THE WORLD TO WORRY ABOUT THAN US.
F'R'INSTANCE...
CLIK!
"--STILL NO POSITIVE IDENTIFICATION OF THE HIJACKER, THOUGH THE DRIVERS INVOLVED CLAIM THE SUSPECT WORE A GREEN COSTUME--
"--RODE A SMALL BAT-SHAPED FLYING DEVICE--
"--AND LAUGHED HYSTERICALLY THROUGHOUT THE--"
SEE WHAT I MEAN?
CLICK
THAT'S ALL THEY'VE TALKED ABOUT FOR AN HOUR, AND IT JUST SHOWS--
IT JUST SHOWS I'D BETTER BE LEAVING, BUTTON-NOSE.
THAT SOUNDS LIKE NEWS--
--AND JONAH JAMESON PAYS ME TO BE A NEWS PHOTOGRAPHER!
ONE BRIEF FAREWELL LATER...
DEAR GIRL, IF IT'S ANY CONSOLATION--
I'VE NEVER UNDERSTOOD HIM EITHER!
AND WHILE WE'RE TALKING ABOUT PEOPLE WHO DON'T UNDERSTAND PEOPLE...
PETER, M'BOY--I HOPE YOU'VE CALMED DOWN SINCE OUR LAST--AH--DISCUSSION.
THAT BUSINESS ABOUT QUITTING--
--WE'RE ALL A LITTLE HOT-HEADED, AND--
IF YOU DON'T MIND, JJJ--
I JUST HAD THIS JACKET CLEANED.
UNFORTUNATELY FOR POSTERITY, JONAH'S NEXT FEW STATEMENTS WILL HAVE TO BE CENSORED--

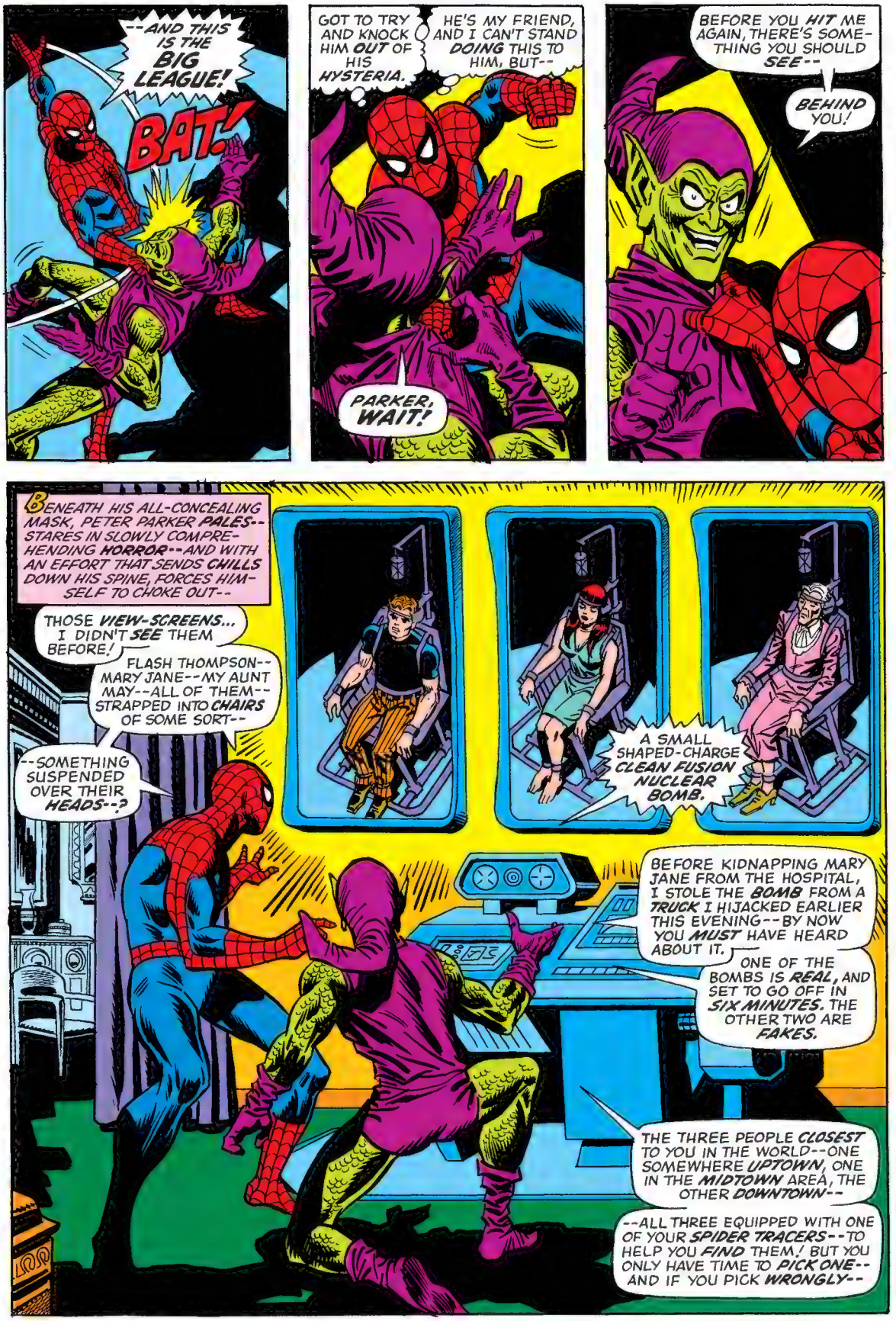

--AND POSTERITY WILL JUST HAVE TO SATISFY ITSELF WITH OUR NEXT SCENE, WHICH TAKES PLACE SEVENTY-TWO MINUTES AFTER PETER DEPARTS JONAH'S PRESENCE.
LET'S GO OVER IT AGAIN-- BEFORE THE BIG BOYS ARRIVE.
MY PARTNER ALREADY TOLD YOU-- ALL OF YOU!
BRINGING US BACK HERE AIN'T GONNA CHANGE A THING!
413
41355-7
SO YOU SAY. MAYBE YOU'LL REMEMBER SOMETHING YOU FORGOT BACK AT HEAD-QUARTERS.
OF COURSE, IF YOU'D RATHER CLAM UP TILL THE REST OF THE BOYS GET HERE-- THOSE JOKERS FROM THE FBI, THAT GUY FROM THE AEC--
WELL, THEN, CLAM UP.
YA THINK YOU'RE ANOTHER DICK TRACY, DON'T YA?
OKAY, YOU WANT THE STORY AGAIN--
POLICE
--YOU'LL GET IT AGAIN, FOR THE UMPTEENTH TIME!
ME AN' MY PARTNER WERE DRIVIN' ALONG AND THIS GREEN GUY COMES DOWN OUTTA NOWHERE--
--AND THE NEXT THING WE KNOW, HE'S THROWIN' PUMPKINS AT US-- PUMPKINS, I TELL YA!
YEAH...THAT'S WHAT YOU TOLD US ALL RIGHT, BACK AT HEADQUARTERS.
NOW WHY DON'T YOU TELL US THE TRUTH.
THAT'S WHAT I'VE BEEN DOIN' BLAST IT!
SAY, WHY DON'T YOU FELLAS LAY OFF, HUH?
WE'VE TOLD YA ALL WE KNOW. FIND THIS GREEN GUY--HE'LL TELL YA THE REST!
THAT HE MIGHT FRIEND--IF YOU FOUND HIM!

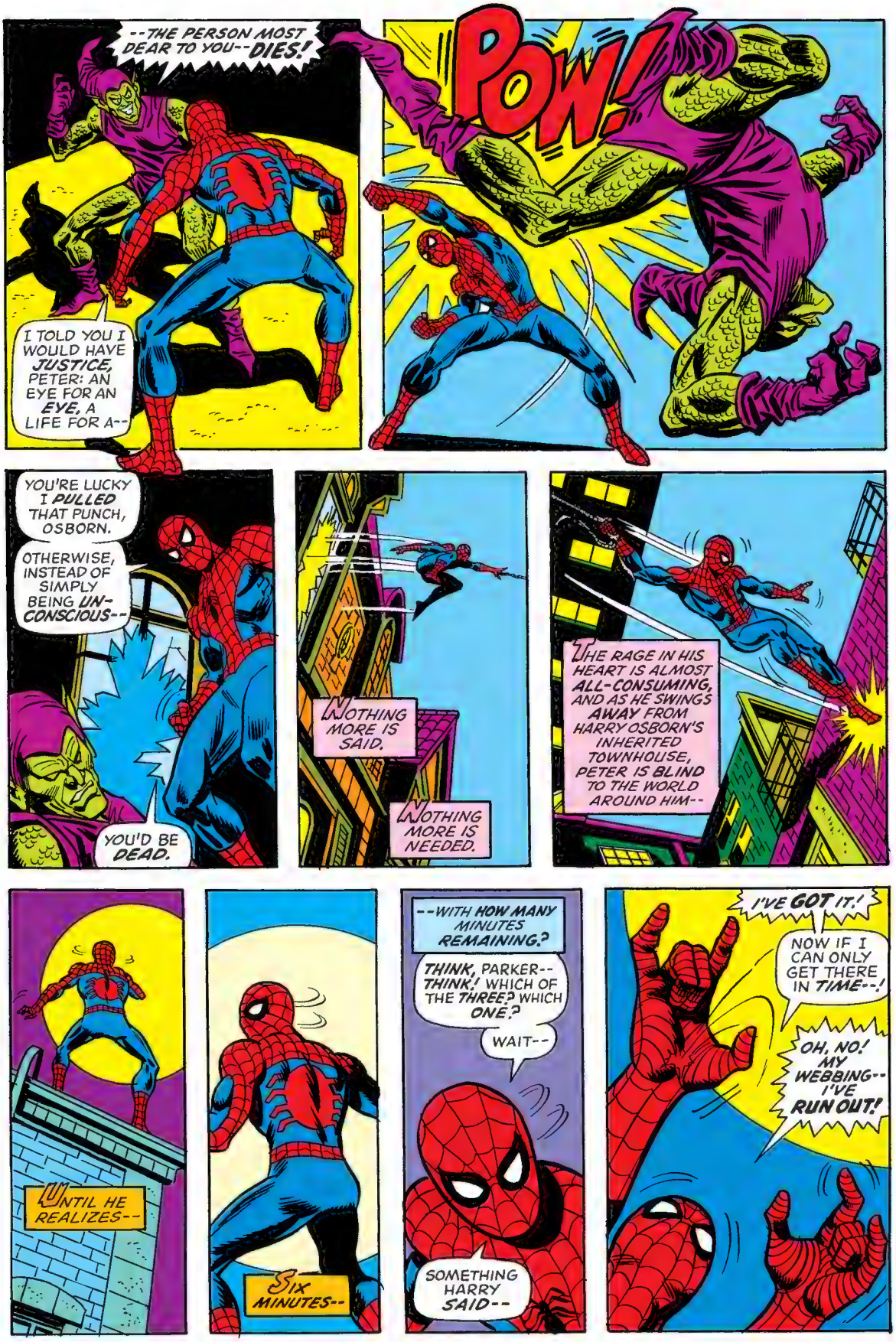
FRANKLY, I THINK THAT "GREEN GUY" IS LONG GONE--
--TOGETHER WITH WHATEVER HE STOLE FROM THIS TRUCK.
STILL, I DIDN'T SNEAK A RIDE ALL THE WAY OUT HERE TO JUMP TO ANY HALF-BAKED CONCLUSIONS...
...SO I'D BETTER BE ABSOLUTELY SURE OF MY FACTS BEFORE I DO ANYTHING ELSE!
BINGO! THERE-- ON THE SEAT--
--BITS OF ORANGE PLASTIC. THAT DOES IT.
I'VE SEEN THIS SORT OF THING BEFORE--PUT IT ALL TOGETHER AND IT SPELLS--
SPIDER-MAN!
I KNEW THERE WAS SOME-THING HOKEY ABOUT THIS --AND YOU'VE JUST PROVEN--
I HAVEN'T PROVEN A THING, PAL-- EXCEPT THAT NEW JERSEY COPS ARE AS THICKHEADED AS NEW YORK COPS.!
YOU GUYS ARE ALWAYS TRYING TO PIN SOME-THING ON ME--
BAP!
--'CAUSE YOU JUST CAN'T BELIEVE I'M ON YOUR SIDE!
BUT LET'S LEAVE THE DEBATE FOR SOME OTHER TIME, OKAY?
RIGHT NOW, I'VE GOT THINGS TO DO BACK HOME--
--AND IF WHAT I SUSPECT IS TRUE--
POW!
KPOW
--IT'S A MATTER OF LIFE--
--AND DEATH!

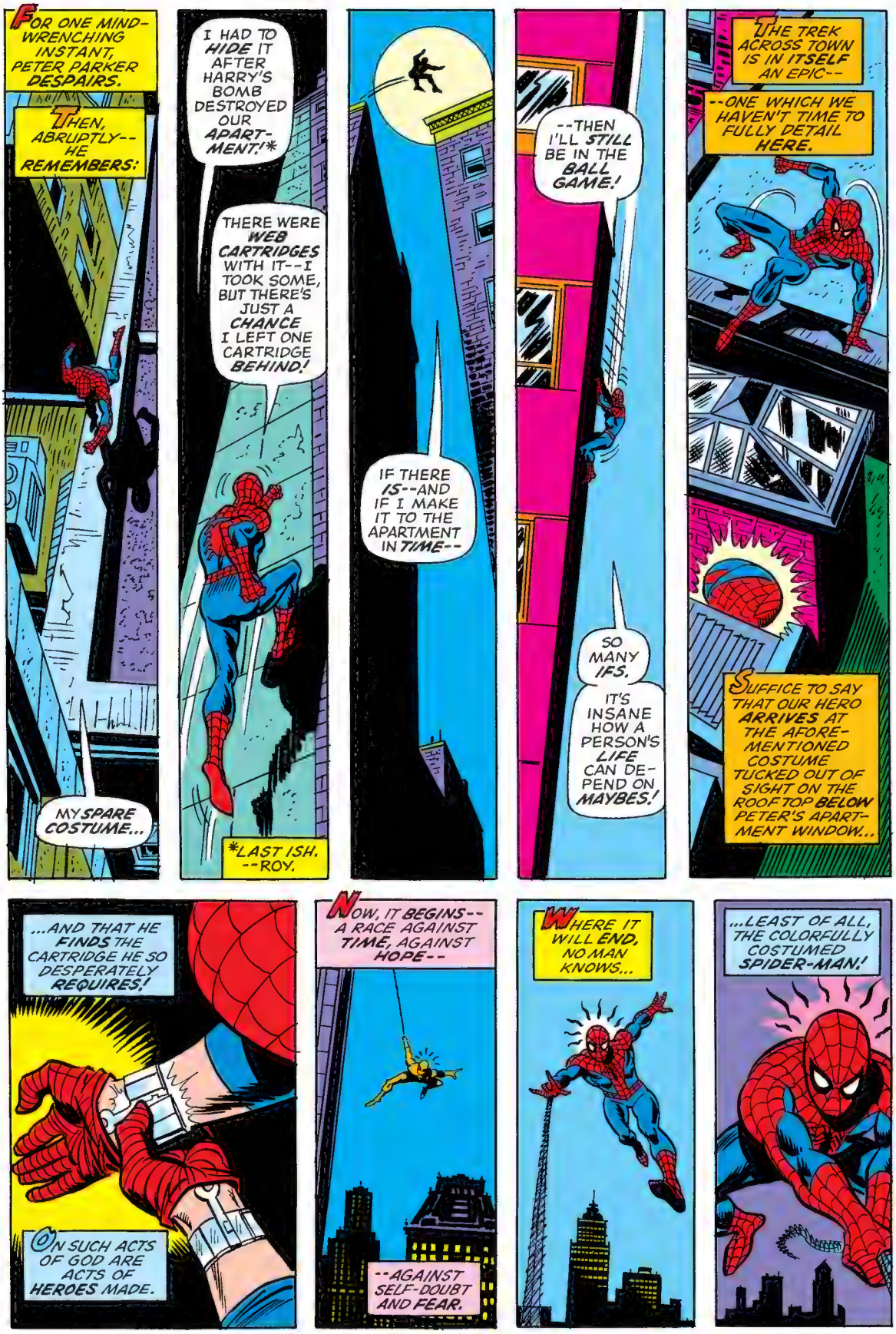

ANOTHER SEVENTY-TWO MINUTES LATER:
I'VE SEARCHED EVERY-WHERE FOR HARRY--EXCEPT HERE.
HERE AT NORMAN OSBORNE'S OLD CLOSED DOWN TOWNHOUSE
MAYBE SUBCON-SCIOUSLY, I HAVEN'T REALLY WANTED TO FIND HIM BEFORE THIS--
NOW... I DON'T HAVE ANY CHOICE!
WHEN THE CHIPS ARE DOWN, WEB-SLINGER, FEW MEN DO.
PEOPLE END UP DOING WHAT THEY HAVE TO DO--EVEN IF THEY HATE THEMSELVES FOR IT--
AND YOU DO HATE YOURSELF FOR IT, DON'T YOU, PETER?
YES, INDEED YOU DO.
PARKER!
CRASH!
FWIT!
LET'S MAKE THIS SHORT, HARRY.
I DON'T WANT TO HURT YOU!
FWIT!
HOW KIND OF YOU TO SAY SO--


--WHEN WE BOTH KNOW THAT'S NOT THE TRUTH!
FWIT!
FWIT!
ALL YOU'VE EVER WANTED TO DO IS HURT ME, PARKER--I KNOW THAT NOW.
AT FIRST, IT DISTURBED ME. I THOUGHT YOU WERE MY FRIEND.
ZAT!
BUT HOW COULD A COLD-BLOODED MURDERER BE ANY FRIEND OF MINE? IT WAS IMPOSSIBLE.
ZAT!
AND SINCE IT WAS IMPOSSIBLE --IT WAS OBVIOUS YOU WERE NEVER MY FRIEND!
HARRY, YOU'RE NOT WELL. THE STRAIN OF YOUR FATHER'S DEATH--
IT'S BEEN TOO MUCH FOR YOU! IT'D BE TOO MUCH FOR ANY MAN!
ZAT!
ZAT!
ZAT!
FIEND! YOU DARE BRING MY FATHER INTO THIS?
HE WAS THE GREATEST MAN THIS WORLD HAS EVER KNOWN--
--AND YOU KILLED HIM!
I WAS THERE, PARKER-- I SAW IT ALL!*
*BACK IN SPIDEY #121-23. --ROY.
IT WAS I WHO REMOVED HIS COSTUME --SO THE WORLD WOULD KNOW IT WAS NORMAN OSBORN WHO'D DIED --WHO'D BEEN MURDERED BY YOU!
YOU'VE MANAGED TO ESCAPE THE WORLD'S JUSTICE, SPIDER-MAN--
YOU WON'T ESCAPE MINE!


WHEE--OH! HARRY'S GONE OFF THE DEEP END, ALL RIGHT.
HE'S CONVINCED I KILLED HIS FATHER--AND UNLESS I CAN UN-CONVINCE HIM FAST--
--WE'RE HEADED FOR A SHOW-DOWN!
BRACING HIMSELF, SPIDEY DARTS FROM COVER--
--ONLY TO BE ATTACKED FROM A MOST UNEXPECTED DIRECTION!
BAROOM!
YOU'D FORGOTTEN MY JET FLIER, HADN'T YOU, PARKER?
WELL, I HAVEN'T --AND I PROMISE YOU--
--IT'LL BE THE DEATH OF YOU YET!
ONLY IF YOU CAN USE IT, HARRY.
ZAT
IT TAKES YEARS OF PRACTICE FOR A GUY TO GET GOOD AT A GADGET LIKE THAT--
AND YOU DON'T HAVE THOSE YEARS!
YOUR WEBBING--FORMING A NET! I CAN'T AVOID IT--CAN'T--UNNNNH!
NO MATTER WHAT ELSE HE WAS, YOUR FATHER WAS A PROFESSIONAL, HARRY.
BUT YOU--YOU'RE STILL AN AMATEUR--
THUMP!

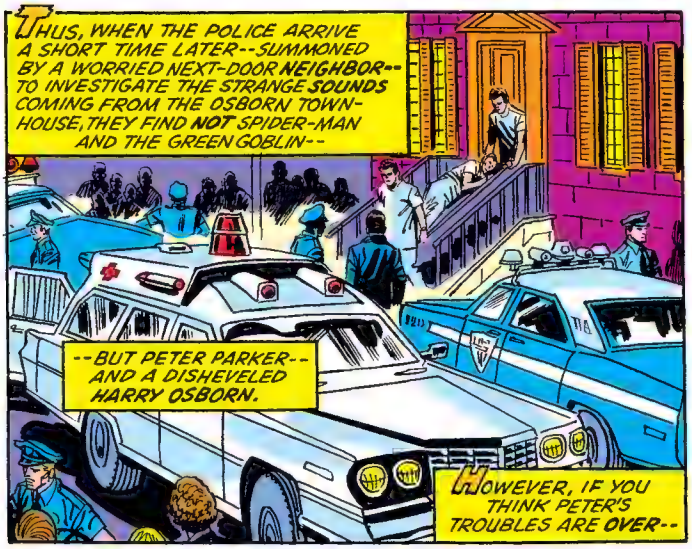

--AND THIS IS THE BIG LEAGUE!
BAT!
GOT TO TRY AND KNOCK HIM OUT OF HIS HYSTERIA.
HE'S MY FRIEND, AND I CAN'T STAND DOING THIS TO HIM, BUT--
PARKER, WAIT!
BEFORE YOU HIT ME AGAIN, THERE'S SOMETHING YOU SHOULD SEE--
BEHIND YOU!
BENEATH HIS ALL-CONCEALING MASK, PETER PARKER PALES--STARES IN SLOWLY COMPREHENDING HORROR--AND WITH AN EFFORT THAT SENDS CHILLS DOWN HIS SPINE, FORCES HIMSELF TO CHOKE OUT--
THOSE VIEW-SCREENS... I DIDN'T SEE THEM BEFORE!
FLASH THOMPSON--MARY JANE--MY AUNT MAY--ALL OF THEM--STRAPPED INTO CHAIRS OF SOME SORT--
--SOMETHING SUSPENDED OVER THEIR HEADS--?
A SMALL SHAPED-CHARGE CLEAN FUSION NUCLEAR BOMB.
BEFORE KIDNAPPING MARY JANE FROM THE HOSPITAL, I STOLE THE BOMB FROM A TRUCK I HIJACKED EARLIER THIS EVENING--BY NOW YOU MUST HAVE HEARD ABOUT IT.
ONE OF THE BOMBS IS REAL, AND SET TO GO OFF IN SIX MINUTES. THE OTHER TWO ARE FAKES.
THE THREE PEOPLE CLOSEST TO YOU IN THE WORLD--ONE SOMEWHERE UPTOWN, ONE IN THE MIDTOWN AREA, THE OTHER DOWNTOWN--
--ALL THREE EQUIPPED WITH ONE OF YOUR SPIDER TRACERS--TO HELP YOU FIND THEM./ BUT YOU ONLY HAVE TIME TO PICK ONE--AND IF YOU PICK WRONGLY--

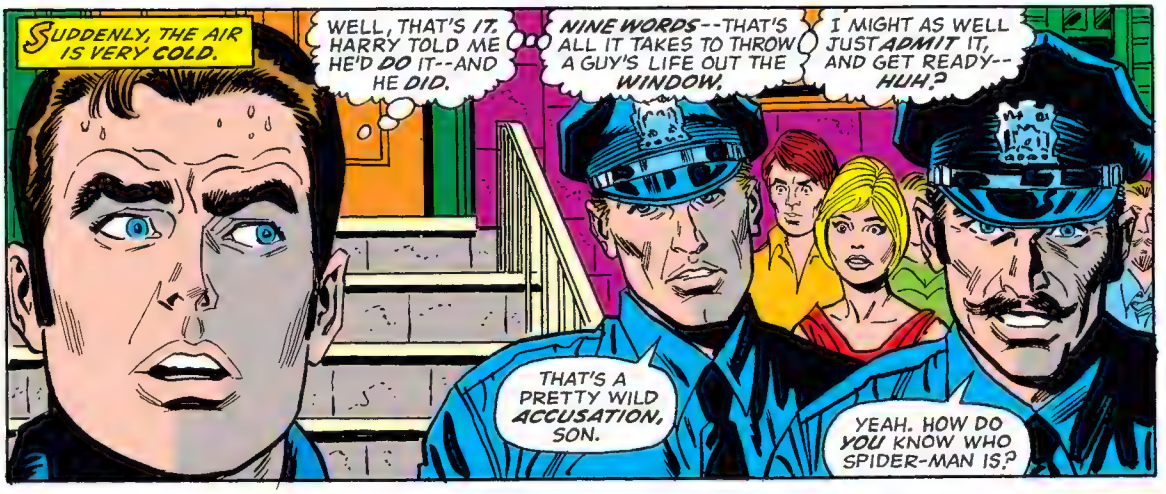

--THE PERSON MOST DEAR TO YOU--DIES!
I TOLD YOU I WOULD HAVE JUSTICE, PETER: AN EYE FOR AN EYE, A LIFE FOR A--
POW!
YOU'RE LUCKY I PULLED THAT PUNCH, OSBORN.
OTHERWISE, INSTEAD OF SIMPLY BEING UN-CONSCIOUS--
YOU'D BE DEAD.
NOTHING MORE IS SAID.
NOTHING MORE IS NEEDED.
THE RAGE IN HIS HEART IS ALMOST ALL-CONSUMING, AND AS HE SWINGS AWAY FROM HARRY OSBORN'S INHERITED TOWNHOUSE, PETER IS BLIND TO THE WORLD AROUND HIM--
UNTIL HE REALIZES--
SIX MINUTES--
--WITH HOW MANY MINUTES REMAINING?
THINK, PARKER--THINK! WHICH OF THE THREE? WHICH ONE?
WAIT--
SOMETHING HARRY SAID--
I'VE GOT IT!
NOW IF I CAN ONLY GET THERE IN TIME--!
OH, NO! MY WEBBING--I'VE RUN OUT!

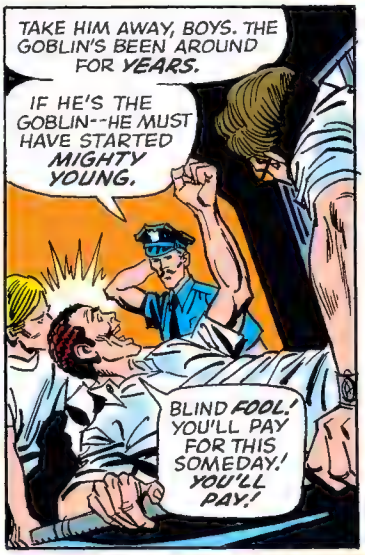

FOR ONE MIND-WRENCHING INSTANT, PETER PARKER DESPAIRS.
THEN, ABRUPTLY--HE REMEMBERS:
MY SPARE COSTUME...
I HAD TO HIDE IT AFTER HARRY'S BOMB DESTROYED OUR APART-MENT!*
THERE WERE WEB CARTRIDGES WITH IT--I TOOK SOME, BUT THERE'S JUST A CHANCE I LEFT ONE CARTRIDGE BEHIND!
*LAST ISH. --ROY.
IF THERE IS--AND IF I MAKE IT TO THE APARTMENT IN TIME--
--THEN I'LL STILL BE IN THE BALL GAME!
SO MANY IFS.
IT'S INSANE HOW A PERSON'S LIFE CAN DE-PEND ON MAYBES!
THE TREK ACROSS TOWN IS IN ITSELF AN EPIC--
--ONE WHICH WE HAVEN'T TIME TO FULLY DETAIL HERE.
SUFFICE TO SAY THAT OUR HERO ARRIVES AT THE AFORE-MENTIONED COSTUME TUCKED OUT OF SIGHT ON THE ROOF TOP BELOW PETER'S APART-MENT WINDOW...
...AND THAT HE FINDS THE CARTRIDGE HE SO DESPERATELY REQUIRES!
ON SUCH ACTS OF GOD ARE ACTS OF HEROES MADE.
NOW, IT BEGINS--A RACE AGAINST TIME, AGAINST HOPE--
--AGAINST SELF-DOUBT AND FEAR.
WHERE IT WILL END, NO MAN KNOWS...
...LEAST OF ALL, THE COLORFULLY COSTUMED SPIDER-MAN!

GRANT'S TOMB! ACCORDING TO MY SPIDER-SENSE--
--ONE OF THE TRACERS HARRY STOLE IS INSIDE!
THAT HEAVY METAL DOOR IS PROBABLY LOCKED--
BUT RIGHT NOW, I JUST DON'T CARE!
WHUMP!
IT'S AUNT MAY, ALL RIGHT--
--AND SHE'S APPARENTLY TRANQUILIZED --UNCONSCIOUS!
I JUST HOPE I WAS RIGHT IN MY GUESSWORK--THAT HARRY'S "MOST DEAR" MEANT AUNT MAY-- BECAUSE IF I WASN'T--
--AND THAT BOMB DOESN'T EXPLODE--
--THEN IT'S EITHER FLASH OR MARY JANE WHO'LL DIE TONIGHT--
--AND I MAY NEVER BE ABLE TO FACE MYSEL--
FOOOM!
BURRRUTTHHHHER!
IF I NEVER HAVE TO GO THROUGH SOMETHING LIKE THAT AGAIN--
IT'LL BE TOO SOON!

IT DIDN'T WORK, HARRY.
MY AUNT'S JUST FINE.
IN THAT CASE--
--I'LL HAVE TO KILL YOU!
HARRY, DON'T BE A FOOL!
YOU'RE SICK-- I DON'T WANT TO HURT YOU!
I LOST MY TEMPER BEFORE, AND I'M SORRY--DON'T FORCE ME TO HIT YOU AGAIN--!
YOU'LL HAVE TO DO MORE THAN HIT ME, PARKER.
YOU'LL HAVE TO MURDER ME, AS YOU MURDERED DAD, BEFORE I EVER LET YOU GO ALIVE!
I'M GOING TO KILL YOU! KILL YOU! KILL YOUUUUUUU
THUD!
FA-ZOOM!
HARRY!
HE SMASHED INTO THE VIEW-SCREEN CONTROL BOARD--AND THE SHORT-CIRCUIT KNOCKED HIM OUT!
I WISH THIS SETTLED THINGS BETWEEN US--
--BUT IT DOESN'T. HARRY STILL THINKS HE'S MY ENEMY. NOTHING I CAN DO WILL CHANGE THAT.
UH-OH. POLICE SIRENS.
THERE'S ONE LAST CHORE I HAVE TO PERFORM BEFORE THEY ARRIVE--
FOR WHATEVER GOOD IT'LL DO ME.
AND WITH MY LUCK-- THAT WON'T BE MUCH.


THUS, WHEN THE POLICE ARRIVE A SHORT TIME LATER--SUMMONED BY A WORRIED NEXT-DOOR NEIGHBOR--TO INVESTIGATE THE STRANGE SOUNDS COMING FROM THE OSBORN TOWN-HOUSE, THEY FIND NOT SPIDER-MAN AND THE GREEN GOBLIN--
--BUT PETER PARKER--AND A DISHEVELED HARRY OSBORN.
HOWEVER, IF YOU THINK PETER'S TROUBLES ARE OVER--

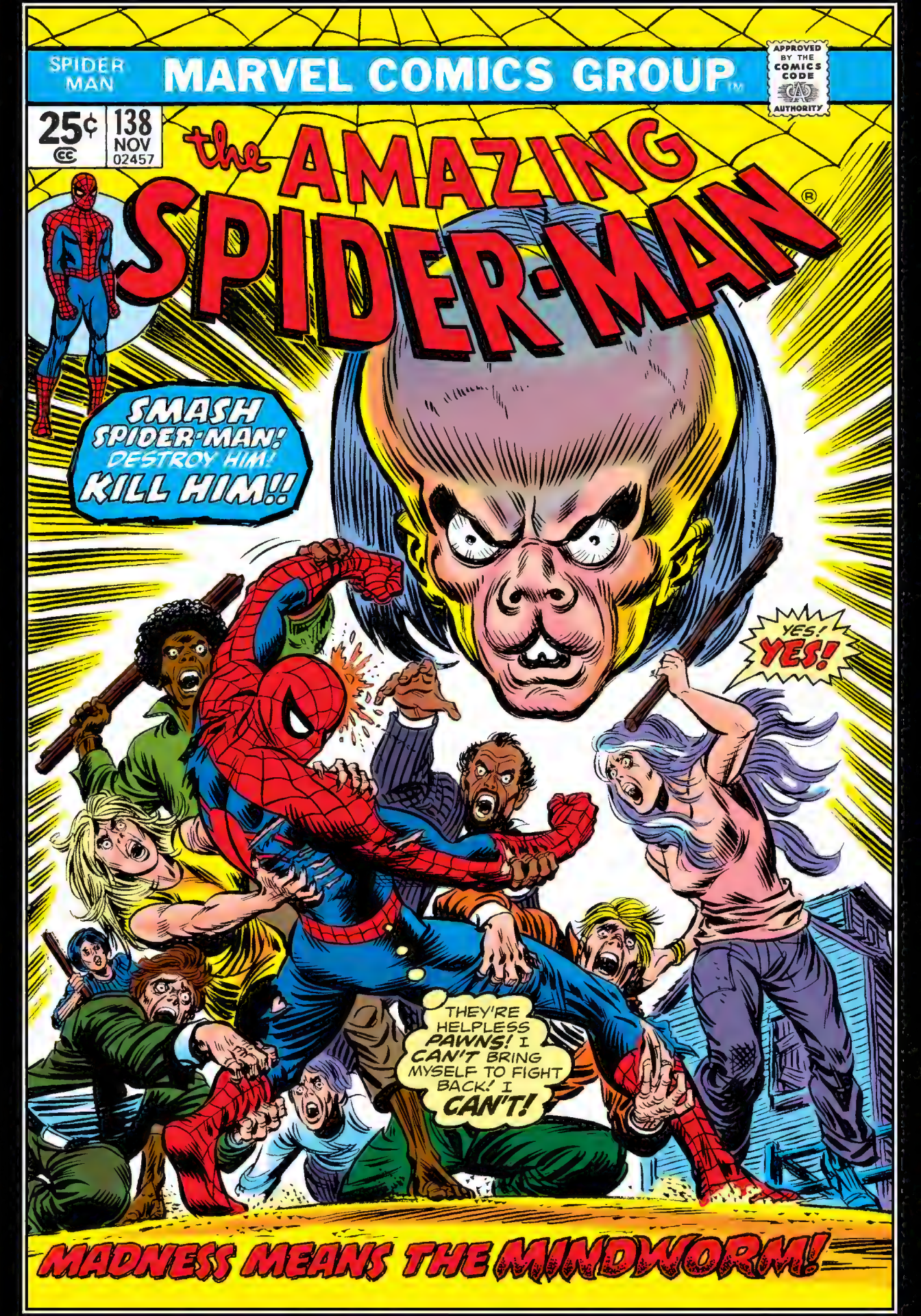

SUDDENLY, THE AIR IS VERY COLD.
WELL, THAT'S IT. HARRY TOLD ME HE'D DO IT--AND HE DID.
NINE WORDS--THAT'S ALL IT TAKES TO THROW A GUY'S LIFE OUT THE WINDOW.
I MIGHT AS WELL JUST ADMIT IT, AND GET READY--HUH?
THAT'S A PRETTY WILD ACCUSATION, SON.
YEAH. HOW DO YOU KNOW WHO SPIDER-MAN IS?


TAKE HIM AWAY, BOYS. THE GOBLIN'S BEEN AROUND FOR YEARS.
IF HE'S THE GOBLIN--HE MUST HAVE STARTED MIGHTY YOUNG.
BLIND FOOL! YOU'LL PAY FOR THIS SOMEDAY! YOU'LL PAY!

NEXT ISSUE

PETER DISCOVERS THAT A HOUSE IS NOT NECESSARILY A HOME, IN A TALE WE CALL--

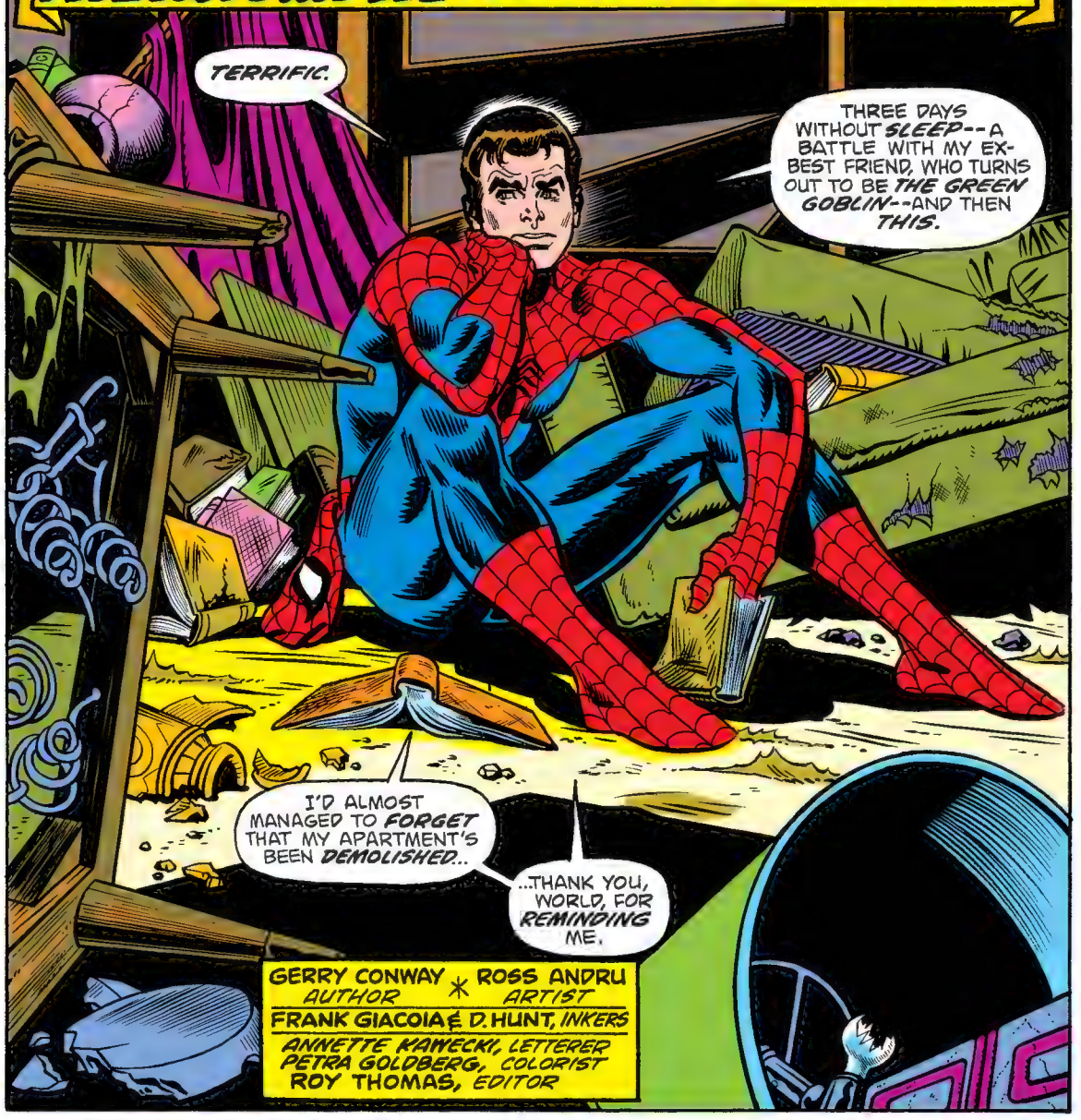
MADNESS MEANS THE MINDWORM!


SPIDER MAN
MARVEL COMICS GROUP
APPROVED BY THE COMICS CODE AUTHORITY
25¢ CC
138 NOV 02457
the AMAZING SPIDER-MAN
SMASH SPIDER-MAN! DESTROY HIM! KILL HIM!!
YES! YES!
THEY'RE HELPLESS PAWNS! I CAN'T BRING MYSELF TO FIGHT BACK! I CAN'T!
MADNESS MEANS THE MINDWORM!

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

MADNESS MEANS...THE MINDWORM!


TERRIFIC.
THREE DAYS WITHOUT SLEEP--A BATTLE WITH MY EX-BEST FRIEND, WHO TURNS OUT TO BE THE GREEN GOBLIN--AND THEN THIS.
I'D ALMOST MANAGED TO FORGET THAT MY APARTMENT'S BEEN DEMOLISHED...
...THANK YOU, WORLD, FOR REMINDING ME.
GERRY CONWAY AUTHOR * ROSS ANDRU ARTIST
FRANK GIACOIA & D. HUNT, INKERS
ANNETTE KAWECKI, LETTERER
PETRA GOLDBERG, COLORIST
ROY THOMAS, EDITOR

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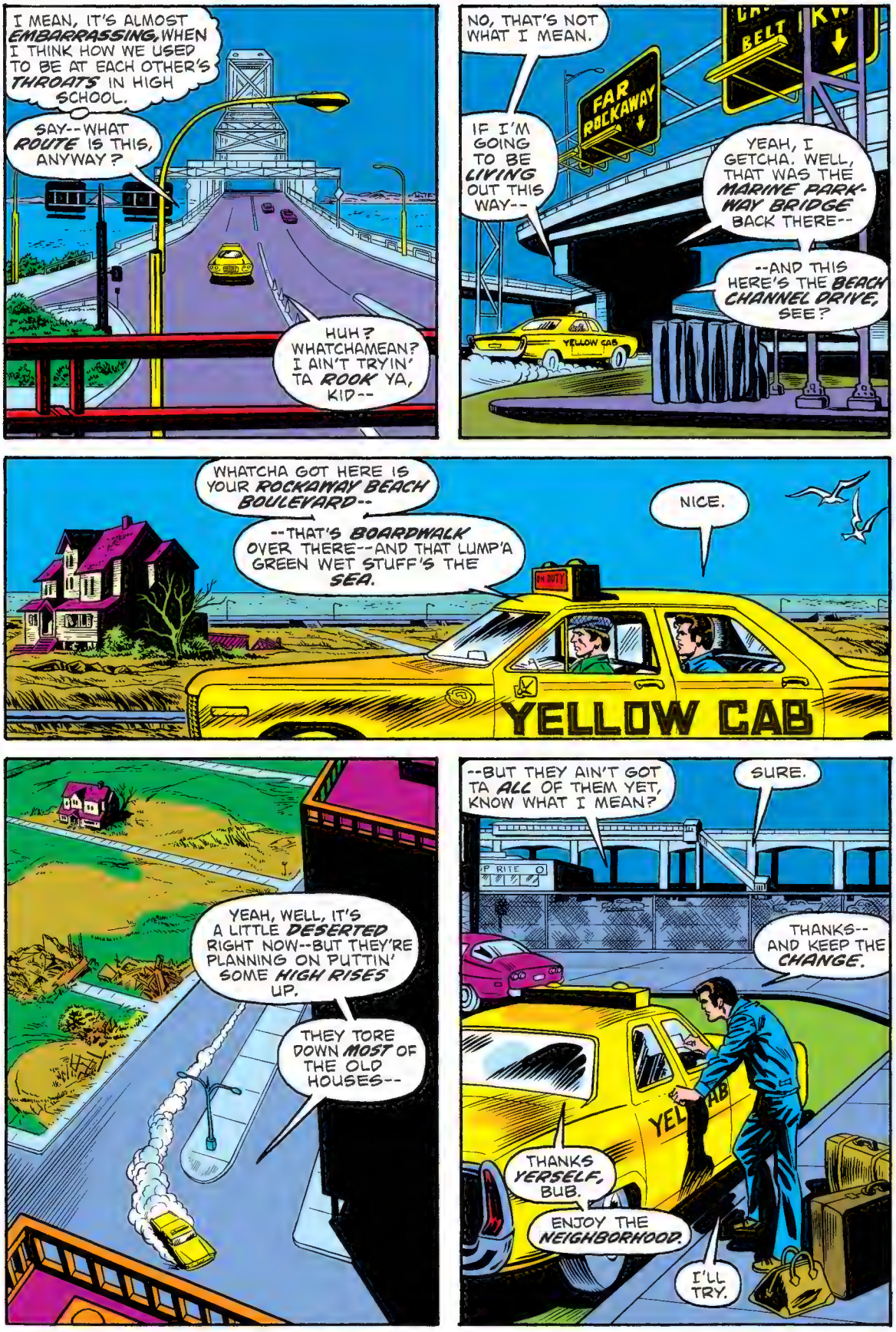
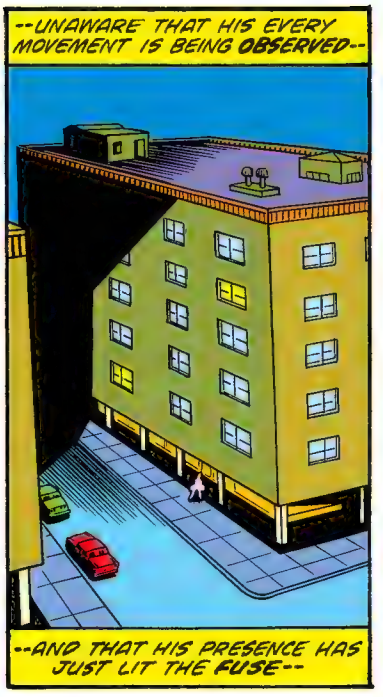
SOMEDAYS I WONDER WHETHER MY LUCK IS WORSE AS SPIDER-MAN OR AS PETER PARKER.
ON THE ONE HAND, I HAVE TO DEAL WITH CRAZY CROOKS. ON THE OTHER HAND, I HAVE TO DEAL WITH--
--LANDLORDS?
POUND!
POUND!
THAT'S RIGHT--HE SAID HE WAS COMING UP TO INSPECT THE APARTMENT TODAY.
TIME FOR A FAST CHANGE--
--'CAUSE I'VE GOT ENOUGH TROUBLE WITHOUT GIVING AWAY MY SPIDEY IDENTITY.
AND FROM THE LOOK ON MR. TEMPLETON'S FACE--
--MY TROUBLES ARE JUST BEGINNING!
I HEARD WHAT HAPPENED HERE.
I DIDN'T BELIEVE IT--
BUT NOW I DO.
HAVE YOU ANY IDEA HOW MUCH IT'S GOING TO COST TO REBUILD THIS UNIT?
NEVER MIND PAINTING--NEVER MIND PLASTERING--
YOU SHOULD SEE THE NEXT FLOOR!
THIS ENTIRE SIDE OF THE BUILDING IS RUINED--
--WATER LEAKING EVERYWHERE--
--CEILINGS COLLAPSING--!
--FLOORS LISTING--
LEASE
MR. PARKER--
YOU ARE THROUGH!
LEASE
I EXPECT YOU OUT BY TOMORROW MORNING.
GOOD DAY, SIR.
GOOD DAY.

AND SO, AN HOUR OR SO LATER...
I DON'T UNDERSTAND IT. I'VE CALLED ALMOST EVERYONE I KNOW FROM COLLEGE--AND NONE OF THEM HAS ROOM FOR AN EXTRA ROOMMATE.
I DON'T WANT TO WORRY AUNT MAY--NOW THAT SHE'S LIVING WITH MRS. WATSON AGAIN.
THERE'S ONLY ONE NAME I HAVEN'T TRIED...
...FLASH THOMPSON.
HE AND I ARE OLD ENEMIES.
FLASH THOMPSON
Rockaway
Beach Blvd.
Rockaway, N.Y.
11693
TEL -
945-034
GRACE UP
225 Eas
New York
STILL--WHEN YOU'RE UP AGAINST THE WALL--!
IN RELEASE
HELLO, FLASH? PETER. DID YOU HEAR WHAT HAPPENED TO HARRY?
YES, I KNOW--IT'S SAD. THINGS NEVER SEEMED TO WORK FOR HIM.
WELL --UH--THAT'S WHY I'M CALLING.
YOU SEE, THE APARTMENT HARRY AND I--
YOU HEARD?
YOU WHAT?
YOU WILL?
I CAN?
THANKS, FLASH. THANKS A LOT.
CAN YOU BEAT THAT?
YOU KNOW A GUY FOR SIX YEARS--AND YOU'VE NEVER REALLY KNOWN HIM AT ALL.
SOON...
FLASH LIVES OUT IN FAR ROCKAWAY--IN AN APARTMENT HE'S MANAGED TO RENT WITH MONEY LEFT OVER FROM HIS STUDENT G.I. LOAN.
THAT'S GOING TO BE QUITE A SWITCH FROM MID-TOWN MANHATTAN... MOVING INTO QUEENS, AND ALL.
I STILL CAN'T GET OVER THE WAY FLASH TREATED ME...
YELLOW CAB
1021

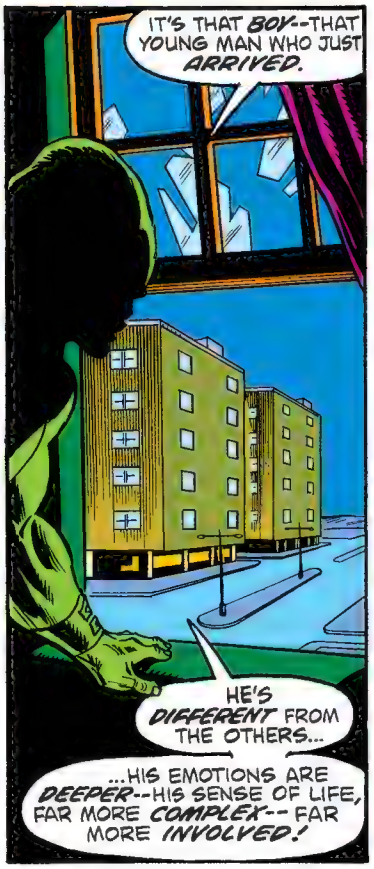

I MEAN, IT'S ALMOST EMBARRASSING, WHEN I THINK HOW WE USED TO BE AT EACH OTHER'S THROATS IN HIGH SCHOOL.
SAY--WHAT ROUTE IS THIS, ANYWAY?
HUH? WHATCHAMEAN? I AIN'T TRYIN' TA ROOK YA, KID--
NO, THAT'S NOT WHAT I MEAN.
IF I'M GOING TO BE LIVING OUT THIS WAY--
FAR ROCKAWAY
BELT
YEAH, I GETCHA. WELL, THAT WAS THE MARINE PARKWAY BRIDGE BACK THERE--
--AND THIS HERE'S THE BEACH CHANNEL DRIVE, SEE?
YELLOW CAB
WHATCHA GOT HERE IS YOUR ROCKAWAY BEACH BOULEVARD--
--THAT'S BOARDWALK OVER THERE--AND THAT LUMP'A GREEN WET STUFF'S THE SEA.
NICE.
ON DUTY
YELLOW CAB
YEAH, WELL, IT'S A LITTLE DESERTED RIGHT NOW--BUT THEY'RE PLANNING ON PUTTIN' SOME HIGH RISES UP.
THEY TORE DOWN MOST OF THE OLD HOUSES--
--BUT THEY AIN'T GOT TA ALL OF THEM YET, KNOW WHAT I MEAN?
SURE.
THANKS--AND KEEP THE CHANGE.
THANKS YERSELF, BUB.
ENJOY THE NEIGHBORHOOD.
I'LL TRY.

WELL, I'LL SAY THIS FOR FLASH'S BUILDING--
IT'S NOT OSTENTA-TIOUS.

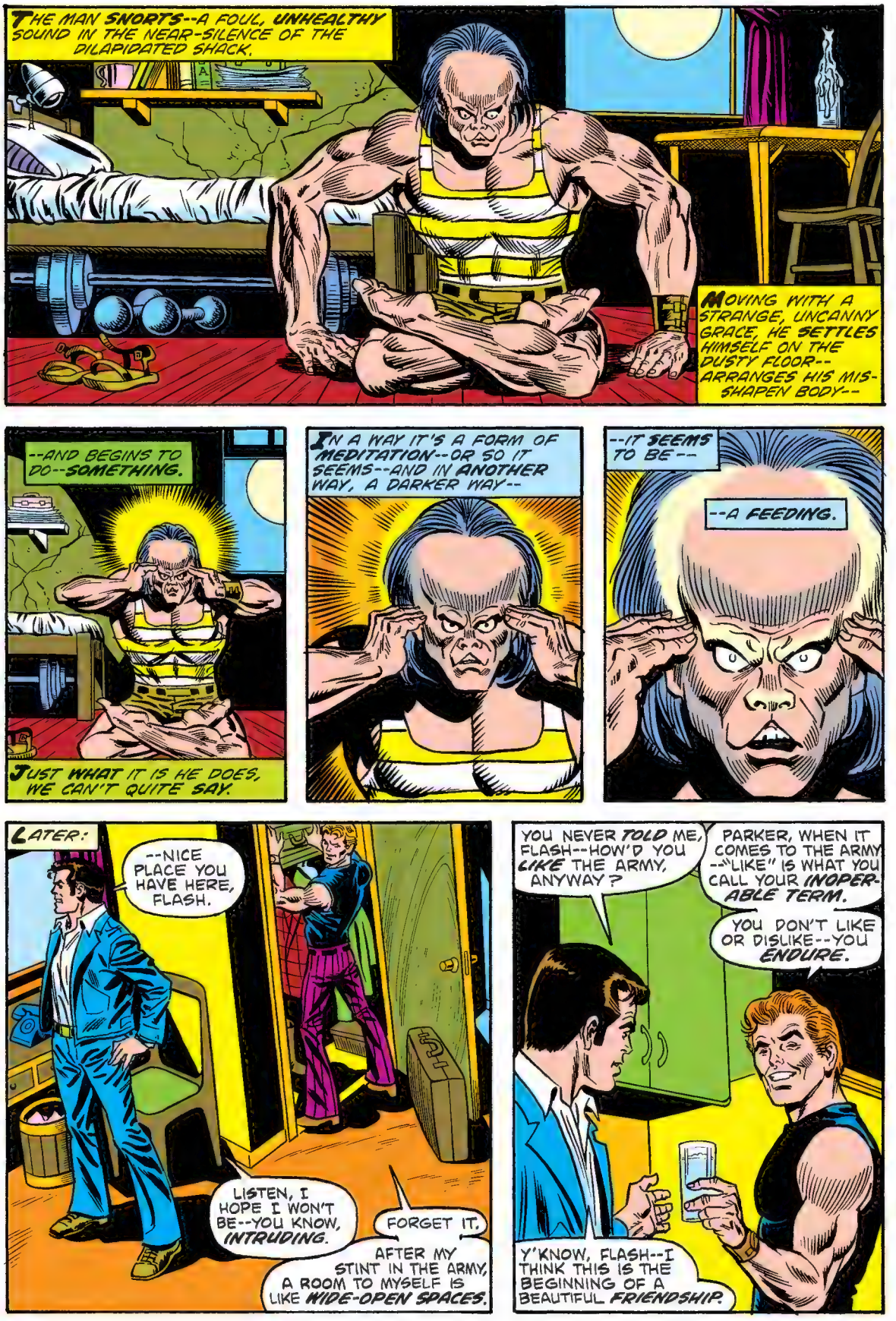
WITH A SIGH, PETER STRIDES FORWARD INTO THE SHADOWS SURROUND-ING THE LONELY APART-MENT COMPLEX--

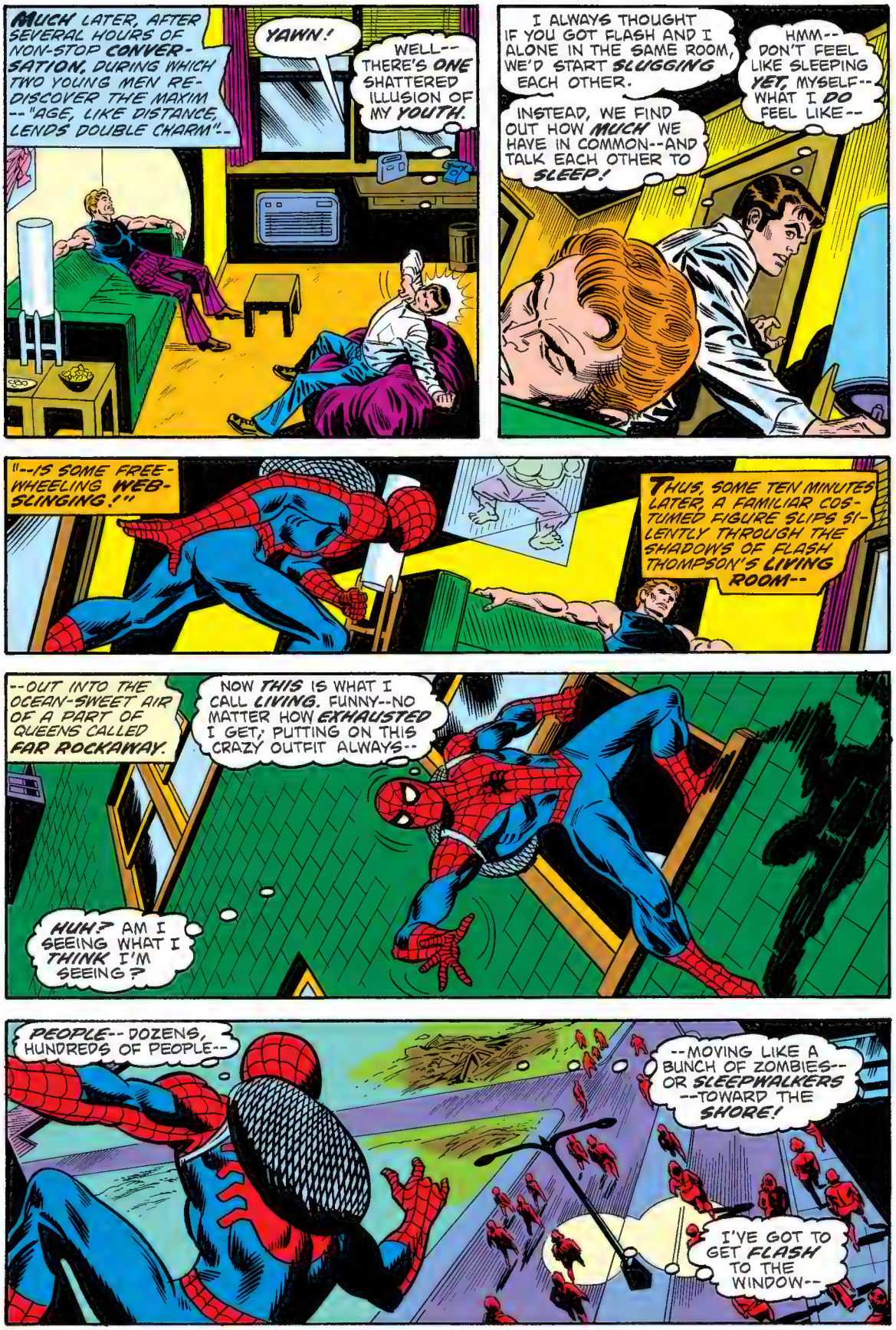

--UNAWARE THAT HIS EVERY MOVEMENT IS BEING OBSERVED--
--AND THAT HIS PRESENCE HAS JUST LIT THE FUSE--

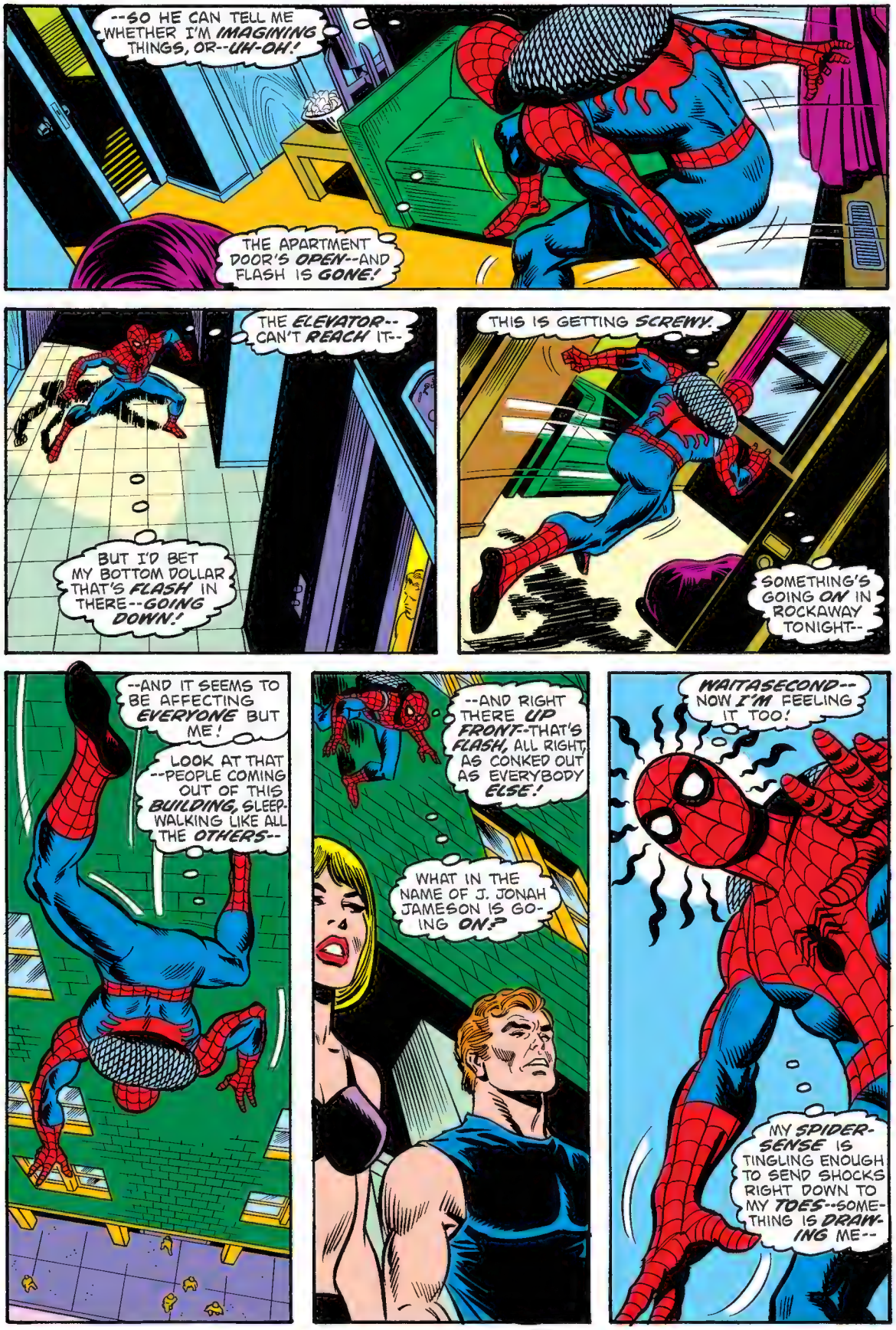
--OF A VERY SHORT-FUSED TIME-BOMB!
I SENSE POWER--A STRENGTH OF WILL--
--A MIND SEETHING WITH EMOTION!

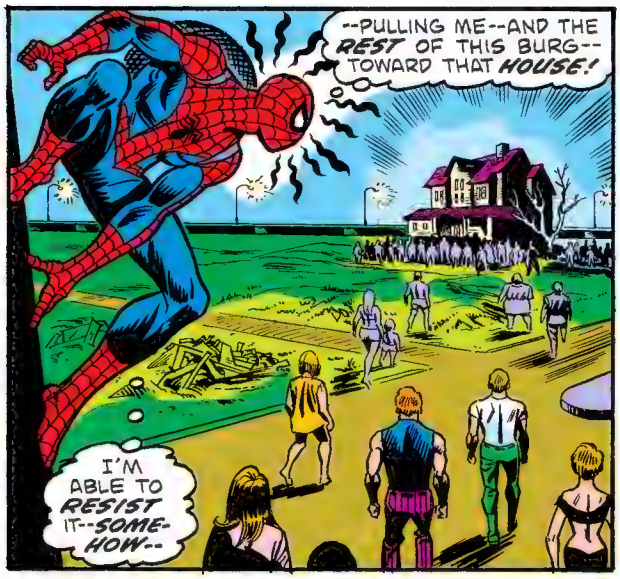

IT'S THAT BOY--THAT YOUNG MAN WHO JUST ARRIVED.
HE'S DIFFERENT FROM THE OTHERS...
...HIS EMOTIONS ARE DEEPER--HIS SENSE OF LIFE, FAR MORE COMPLEX--FAR MORE INVOLVED!

IT'S ALMOST MORE PSYCHIC POWER THAN I CAN STAND, ADDED TO ALL THE OTHER EMOTIONS OF THE PEOPLE WHO LIVE IN THIS PLACE--
--THE EMOTIONS ON WHICH I FEED!
I, WHO SOME MEN DARED CALL--THE MIND-WORM!

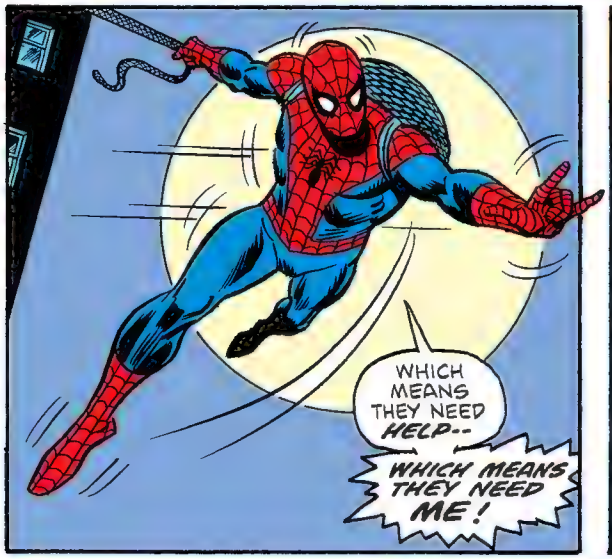

THE MAN SNORTS--A FOUL, UNHEALTHY SOUND IN THE NEAR-SILENCE OF THE DILAPIDATED SHACK.
MOVING WITH A STRANGE, UNCANNY GRACE, HE SETTLES HIMSELF ON THE DUSTY FLOOR--ARRANGES HIS MIS-SHAPEN BODY--
--AND BEGINS TO DO--SOMETHING.
JUST WHAT IT IS HE DOES, WE CAN'T QUITE SAY.
IN A WAY IT'S A FORM OF MEDITATION--OR SO IT SEEMS--AND IN ANOTHER WAY, A DARKER WAY--
--IT SEEMS TO BE--
--A FEEDING.
LATER:
--NICE PLACE YOU HAVE HERE, FLASH.
LISTEN, I HOPE I WON'T BE--YOU KNOW, INTRUDING.
FORGET IT. AFTER MY STINT IN THE ARMY, A ROOM TO MYSELF IS LIKE WIDE-OPEN SPACES.
YOU NEVER TOLD ME, FLASH--HOW'D YOU LIKE THE ARMY, ANYWAY?
PARKER, WHEN IT COMES TO THE ARMY --"LIKE" IS WHAT YOU CALL YOUR INOPERABLE TERM.
YOU DON'T LIKE OR DISLIKE--YOU ENDURE.
Y'KNOW, FLASH--I THINK THIS IS THE BEGINNING OF A BEAUTIFUL FRIENDSHIP.

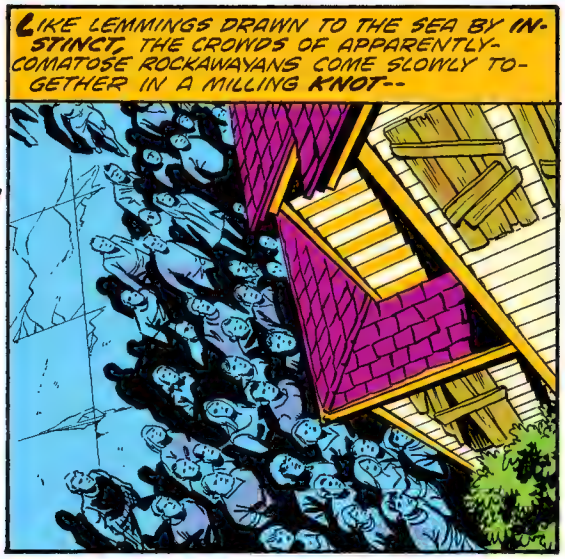

MUCH LATER, AFTER SEVERAL HOURS OF NON-STOP CONVERSATION, DURING WHICH TWO YOUNG MEN REDISCOVER THE MAXIM --"AGE, LIKE DISTANCE, LENDS DOUBLE CHARM"--
YAWN!
WELL-- THERE'S ONE SHATTERED ILLUSION OF MY YOUTH.
I ALWAYS THOUGHT IF YOU GOT FLASH AND I ALONE IN THE SAME ROOM, WE'D START SLUGGING EACH OTHER.
INSTEAD, WE FIND OUT HOW MUCH WE HAVE IN COMMON--AND TALK EACH OTHER TO SLEEP!
HMM-- DON'T FEEL LIKE SLEEPING YET, MYSELF-- WHAT I DO FEEL LIKE--
"--IS SOME FREE-WHEELING WEB-SLINGING!"
THUS, SOME TEN MINUTES LATER, A FAMILIAR COSTUMED FIGURE SLIPS SILENTLY THROUGH THE SHADOWS OF FLASH THOMPSON'S LIVING ROOM--
--OUT INTO THE OCEAN-SWEET AIR OF A PART OF QUEENS CALLED FAR ROCKAWAY.
NOW THIS IS WHAT I CALL LIVING. FUNNY--NO MATTER HOW EXHAUSTED I GET, PUTTING ON THIS CRAZY OUTFIT ALWAYS--
HUH? AM I SEEING WHAT I THINK I'M SEEING?
PEOPLE-- DOZENS, HUNDREDS OF PEOPLE--
--MOVING LIKE A BUNCH OF ZOMBIES-- OR SLEEPWALKERS --TOWARD THE SHORE!
I'VE GOT TO GET FLASH TO THE WINDOW--

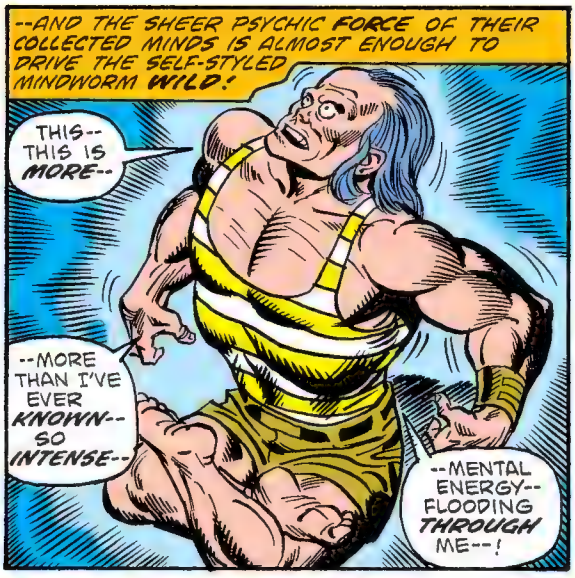

--SO HE CAN TELL ME WHETHER I'M IMAGINING THINGS, OR--UH-OH!
THE APARTMENT DOOR'S OPEN--AND FLASH IS GONE!
THE ELEVATOR-- CAN'T REACH IT--
BUT I'D BET MY BOTTOM DOLLAR THAT'S FLASH IN THERE--GOING DOWN!
THIS IS GETTING SCREWY.
SOMETHING'S GOING ON IN ROCKAWAY TONIGHT--
--AND IT SEEMS TO BE AFFECTING EVERYONE BUT ME!
LOOK AT THAT --PEOPLE COMING OUT OF THIS BUILDING, SLEEP-WALKING LIKE ALL THE OTHERS--
--AND RIGHT THERE UP FRONT--THAT'S FLASH, ALL RIGHT, AS CONKED OUT AS EVERYBODY ELSE!
WHAT IN THE NAME OF J. JONAH JAMESON IS GO-ING ON?
WAITASECOND-- NOW I'M FEELING IT TOO!
MY SPIDER-SENSE IS TINGLING ENOUGH TO SEND SHOCKS RIGHT DOWN TO MY TOES--SOME-THING IS DRAW-ING ME--

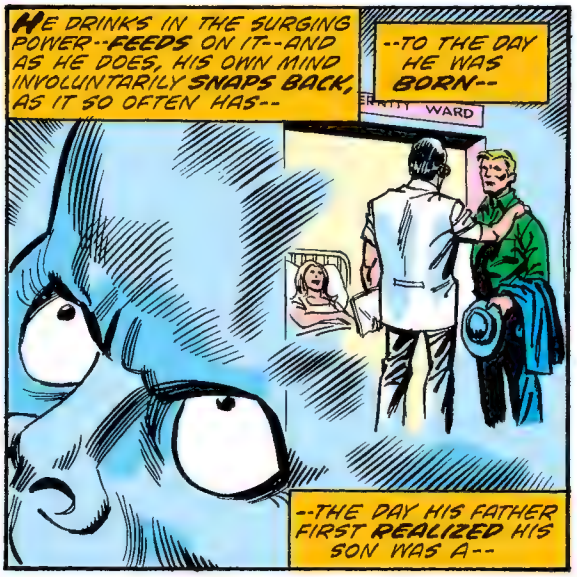

--PULLING ME--AND THE REST OF THIS BURG--TOWARD THAT HOUSE!
I'M ABLE TO RESIST IT--SOME-HOW--

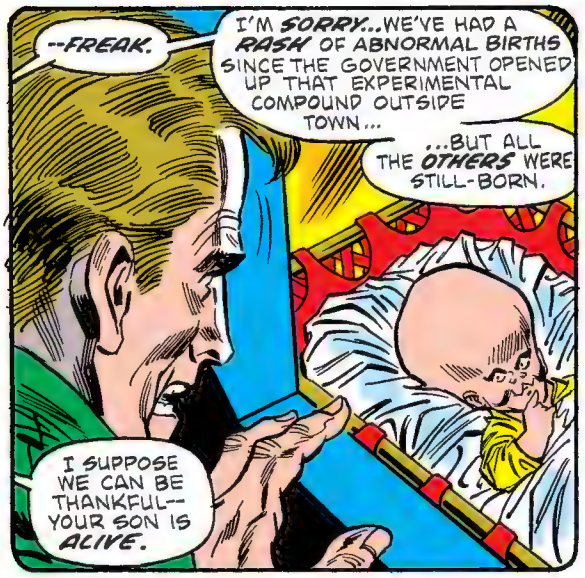
"BUT I SEEM TO BE THE ONLY ONE WHO CAN! MEN--WOMEN--CHILDREN--PEOPLE WHO ARE HALF-UNDRESSED--GIRLS IN NIGHTGOWNS, MEN IN PAJAMAS--
"THEY'RE ALL HELPLESS!"

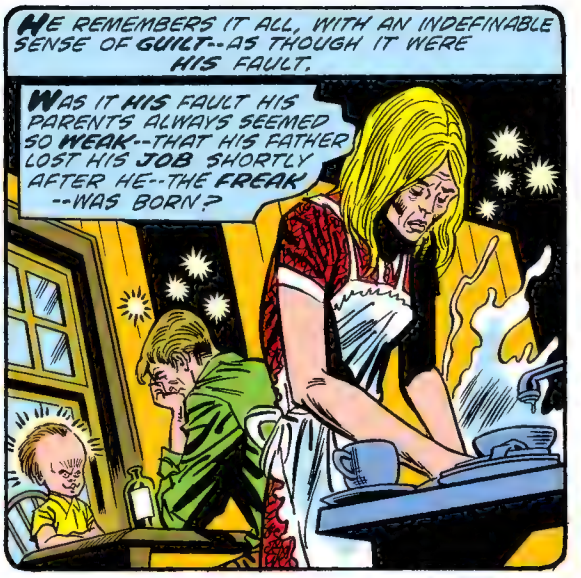

WHICH MEANS THEY NEED HELP--
WHICH MEANS THEY NEED ME!

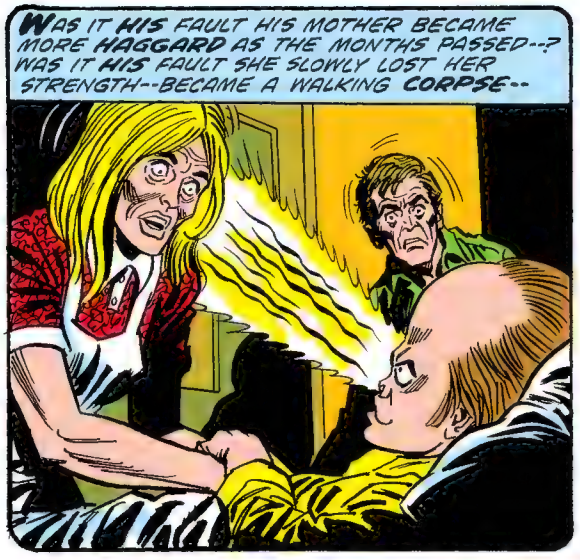

LIKE LEMMINGS DRAWN TO THE SEA BY INSTINCT, THE CROWDS OF APPARENTLY-COMATOSE ROCKAWAYANS COME SLOWLY TOGETHER IN A MILLING KNOT--

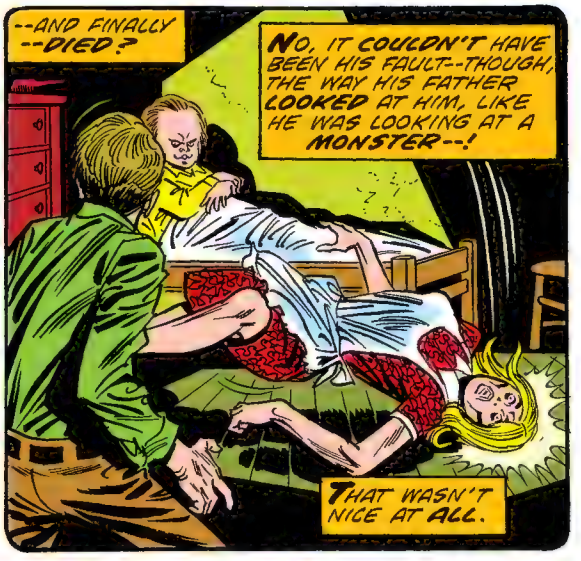

--AND THE SHEER PSYCHIC FORCE OF THEIR COLLECTED MINDS IS ALMOST ENOUGH TO DRIVE THE SELF-STYLED MINDWORM WILD!
THIS--THIS IS MORE--
--MORE THAN I'VE EVER KNOWN--SO INTENSE--
--MENTAL ENERGY--FLOODING THROUGH ME--!


HE DRINKS IN THE SURGING POWER--FEEDS ON IT--AND AS HE DOES, HIS OWN MIND INVOLUNTARILY SNAPS BACK, AS IT SO OFTEN HAS--
--TO THE DAY HE WAS BORN--
WARD
--THE DAY HIS FATHER FIRST REALIZED HIS SON WAS A--

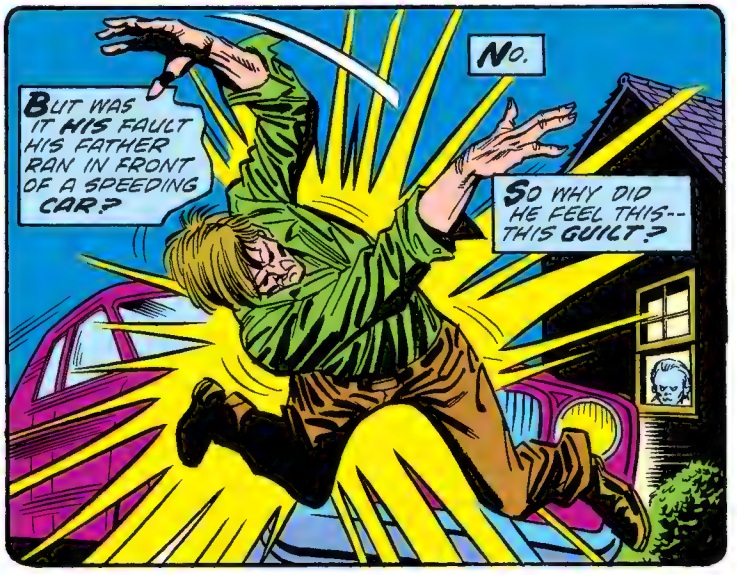

--FREAK.
I'M SORRY...WE'VE HAD A RASH OF ABNORMAL BIRTHS SINCE THE GOVERNMENT OPENED UP THAT EXPERIMENTAL COMPOUND OUTSIDE TOWN...
...BUT ALL THE OTHERS WERE STILL-BORN.
I SUPPOSE WE CAN BE THANKFUL--YOUR SON IS ALIVE.

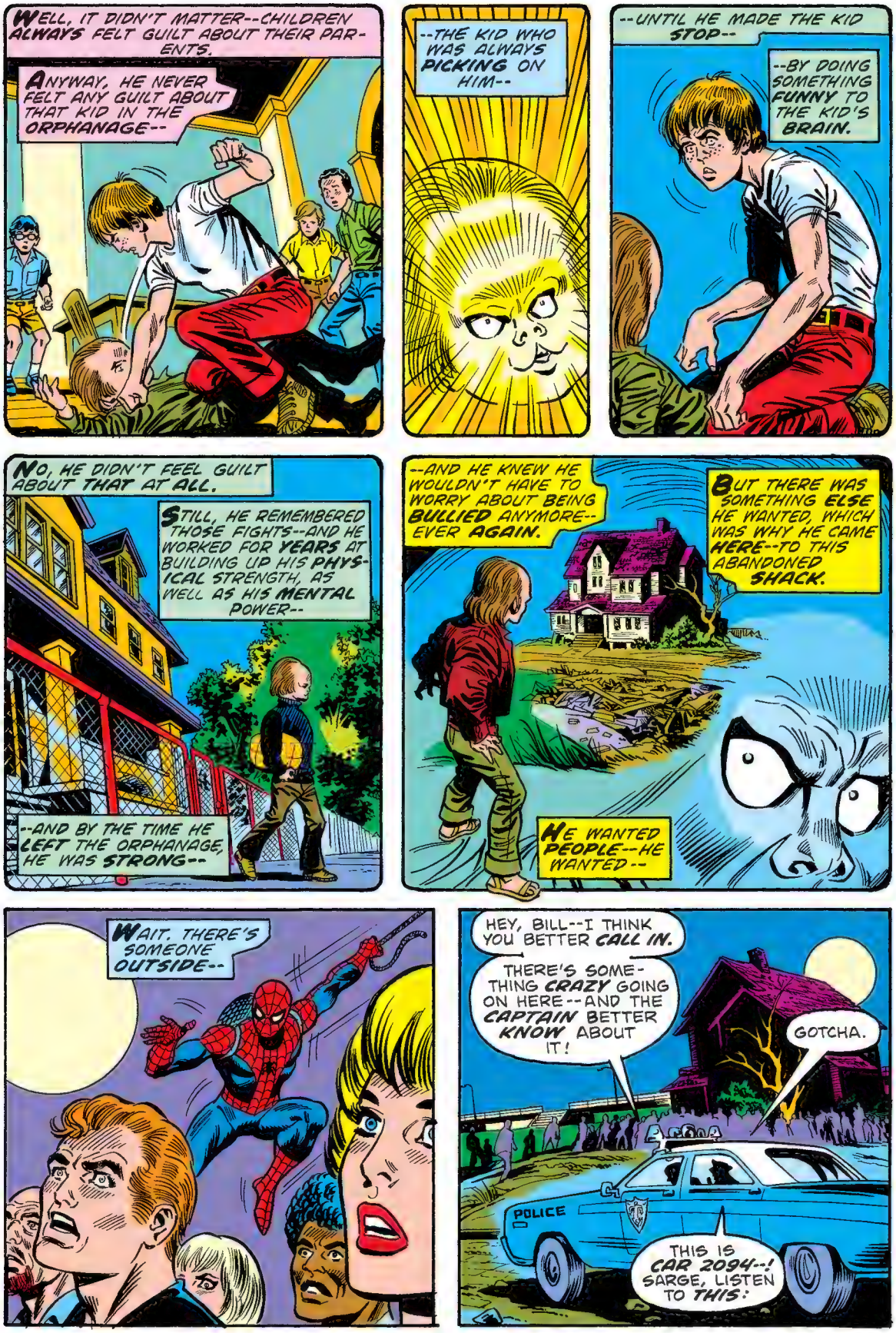

HE REMEMBERS IT ALL, WITH AN INDEFINABLE SENSE OF GUILT--AS THOUGH IT WERE HIS FAULT.
WAS IT HIS FAULT HIS PARENTS ALWAYS SEEMED SO WEAK--THAT HIS FATHER LOST HIS JOB SHORTLY AFTER HE--THE FREAK --WAS BORN?

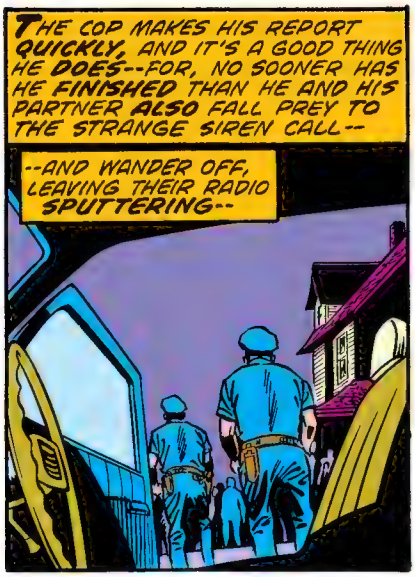

WAS IT HIS FAULT HIS MOTHER BECAME MORE HAGGARD AS THE MONTHS PASSED--? WAS IT HIS FAULT SHE SLOWLY LOST HER STRENGTH--BECAME A WALKING CORPSE--


--AND FINALLY --DIED?
NO, IT COULDN'T HAVE BEEN HIS FAULT--THOUGH, THE WAY HIS FATHER LOOKED AT HIM, LIKE HE WAS LOOKING AT A MONSTER--!
THAT WASN'T NICE AT ALL.

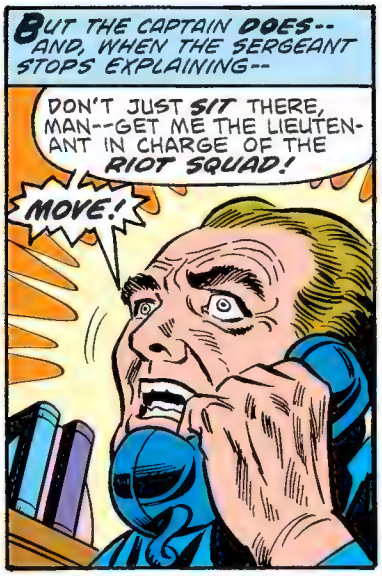
AND THE WAY HIS FATHER RAN--
THAT WASN'T NICE EITHER.

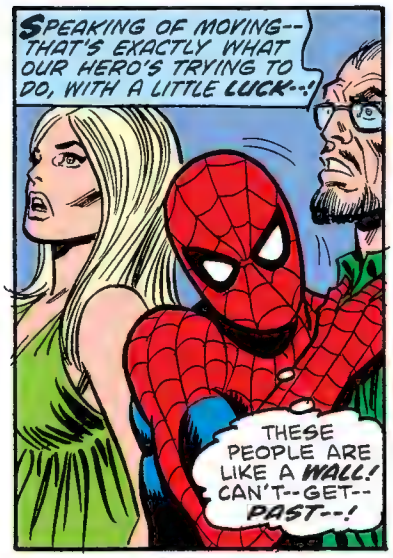

BUT WAS IT HIS FAULT HIS FATHER RAN IN FRONT OF A SPEEDING CAR?
NO.
SO WHY DID HE FEEL THIS--THIS GUILT?


WELL, IT DIDN'T MATTER--CHILDREN ALWAYS FELT GUILT ABOUT THEIR PARENTS.
ANYWAY, HE NEVER FELT ANY GUILT ABOUT THAT KID IN THE ORPHANAGE--
--THE KID WHO WAS ALWAYS PICKING ON HIM--
--UNTIL HE MADE THE KID STOP--
--BY DOING SOMETHING FUNNY TO THE KID'S BRAIN.
NO, HE DIDN'T FEEL GUILT ABOUT THAT AT ALL.
STILL, HE REMEMBERED THOSE FIGHTS--AND HE WORKED FOR YEARS AT BUILDING UP HIS PHYSICAL STRENGTH, AS WELL AS HIS MENTAL POWER--
--AND BY THE TIME HE LEFT THE ORPHANAGE, HE WAS STRONG--
--AND HE KNEW HE WOULDN'T HAVE TO WORRY ABOUT BEING BULLIED ANYMORE--EVER AGAIN.
BUT THERE WAS SOMETHING ELSE HE WANTED, WHICH WAS WHY HE CAME HERE--TO THIS ABANDONED SHACK.
HE WANTED PEOPLE--HE WANTED--
WAIT. THERE'S SOMEONE OUTSIDE--
HEY, BILL--I THINK YOU BETTER CALL IN.
THERE'S SOMETHING CRAZY GOING ON HERE--AND THE CAPTAIN BETTER KNOW ABOUT IT!
GOTCHA.
POLICE
THIS IS CAR 2094--! SARGE, LISTEN TO THIS:


THE COP MAKES HIS REPORT QUICKLY, AND IT'S A GOOD THING HE DOES--FOR, NO SOONER HAS HE FINISHED THAN HE AND HIS PARTNER ALSO FALL PREY TO THE STRANGE SIREN CALL--
--AND WANDER OFF, LEAVING THEIR RADIO SPUTTERING--

--AND THE DISPATCH SERGEANT ANNOYED--AND SOMEWHAT FRIGHTENED!
HELLO, CAPTAIN? SIR, YOU'RE NOT GOING TO BELIEVE THIS--


BUT THE CAPTAIN DOES--AND, WHEN THE SERGEANT STOPS EXPLAINING--
DON'T JUST SIT THERE, MAN--GET ME THE LIEUTENANT IN CHARGE OF THE RIOT SQUAD!
MOVE!

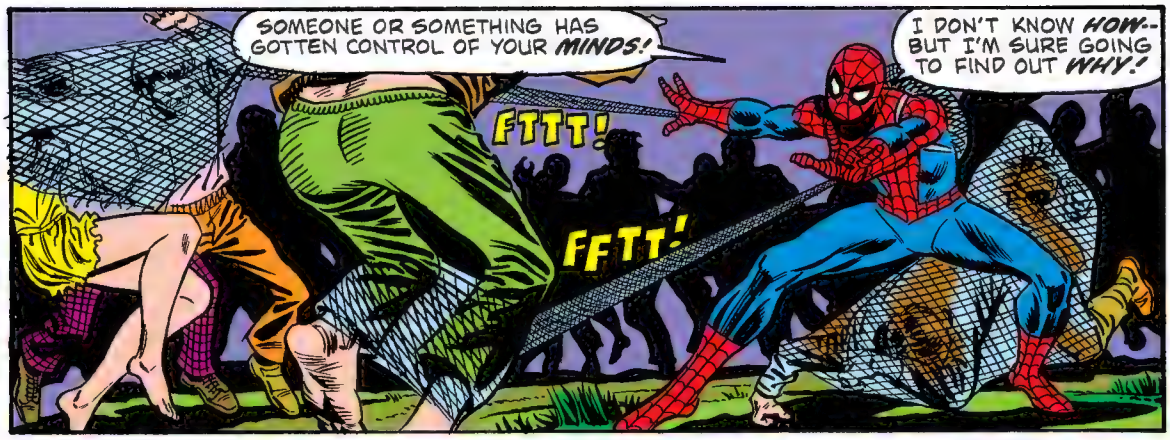

SPEAKING OF MOVING--THAT'S EXACTLY WHAT OUR HERO'S TRYING TO DO, WITH A LITTLE LUCK--!
THESE PEOPLE ARE LIKE A WALL! CAN'T--GET--PAST--!

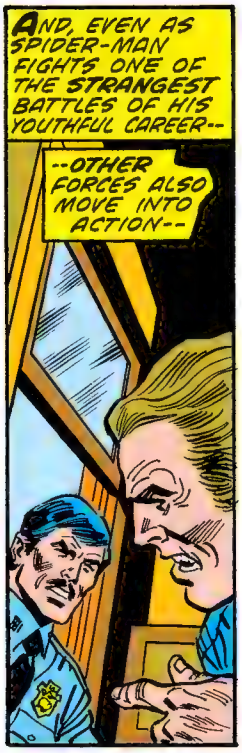
KILL HIM
KILL HIM
KILL HIM
KILL HIM

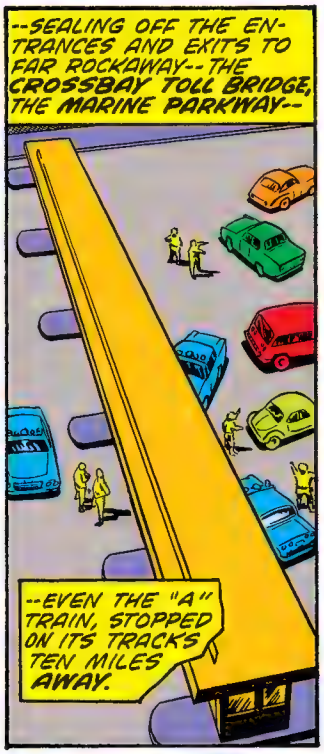
HUH?
WELL, THANKS FOR LETTING ME--
UH-OH!

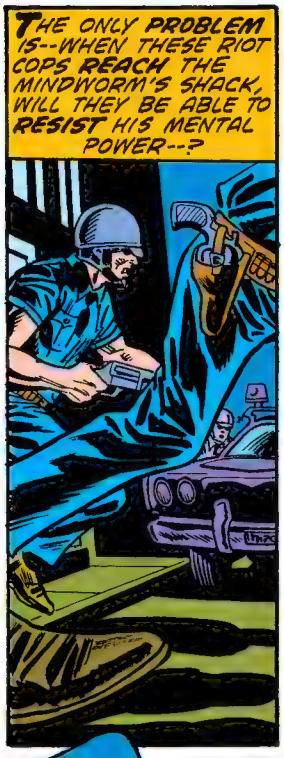
AS ONE CREATURE, THE CROWD OBEYS THE MENTAL COMMAND--THROWING ITSELF UPON OUR HARRIED HERO--
--REACHING OUT WITH CLAWED FINGERS, TO REND AND SLAY...

...WELL, ALMOST.
HOLD IT!
YOU PEOPLE ARE CRAZY!

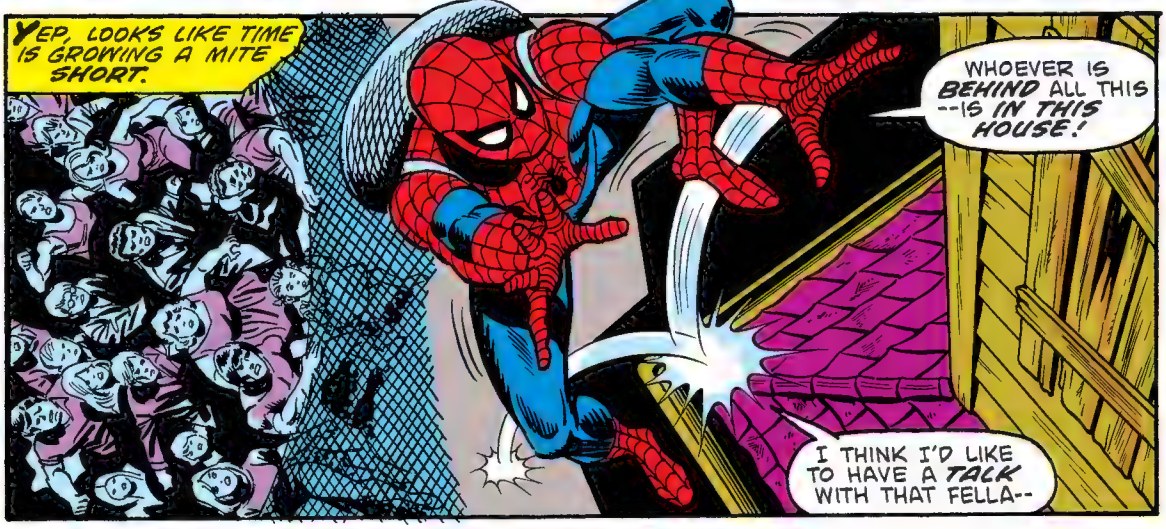

SOMEONE OR SOMETHING HAS GOTTEN CONTROL OF YOUR MINDS!
I DON'T KNOW HOW--BUT I'M SURE GOING TO FIND OUT WHY!
FTTT!
FFTT!

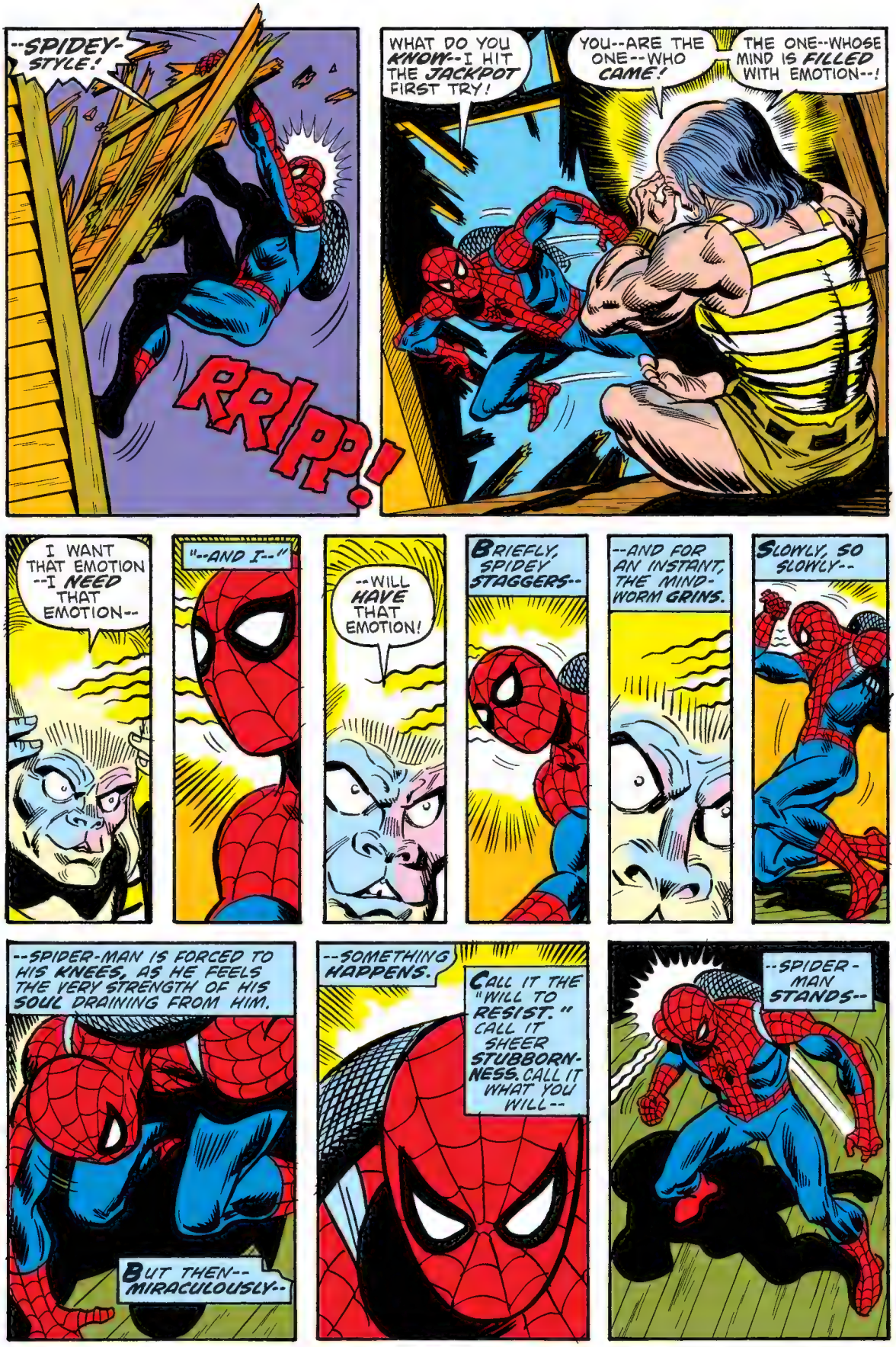

AND, EVEN AS SPIDER-MAN FIGHTS ONE OF THE STRANGEST BATTLES OF HIS YOUTHFUL CAREER--
--OTHER FORCES ALSO MOVE INTO ACTION--

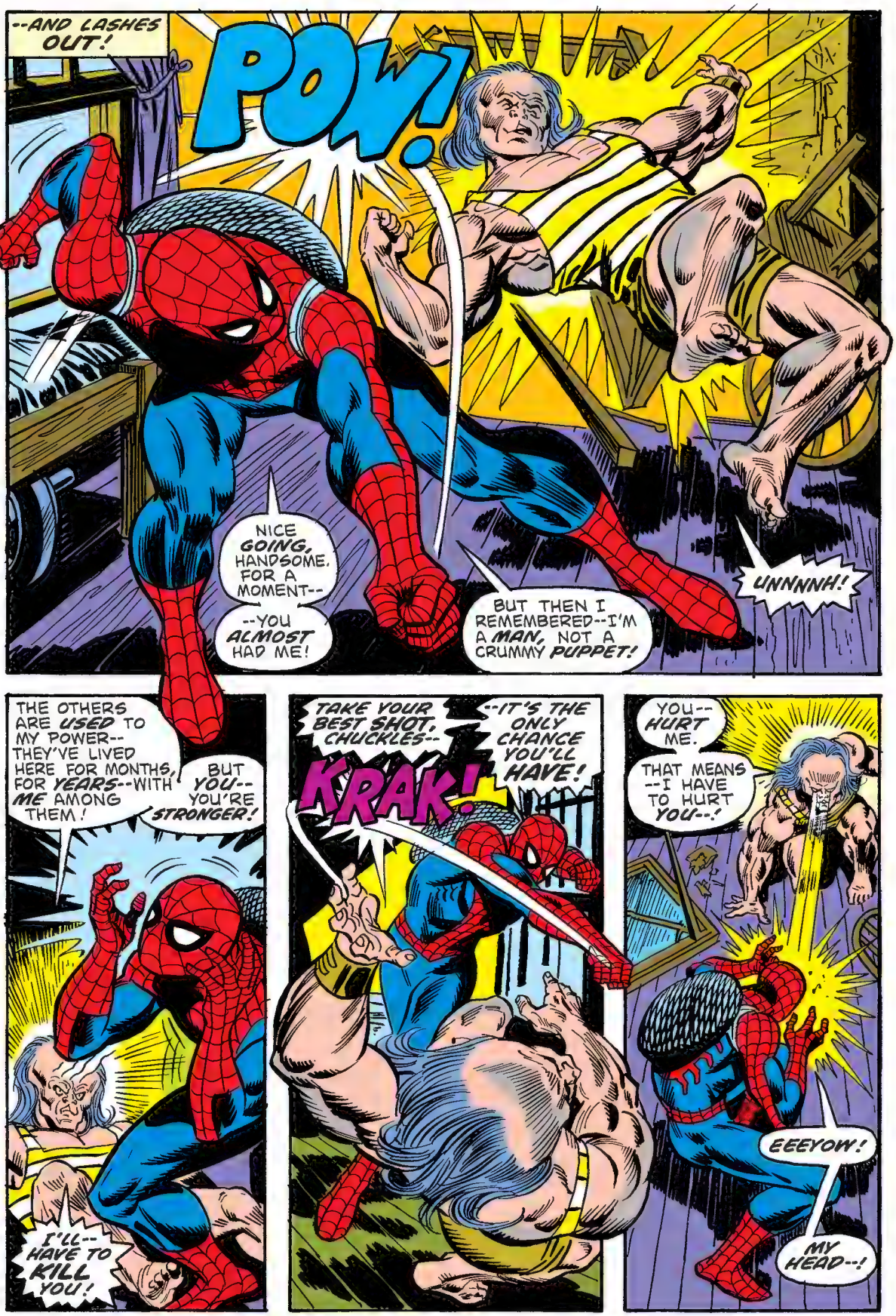

--SEALING OFF THE ENTRANCES AND EXITS TO FAR ROCKAWAY--THE CROSSBAY TOLL BRIDGE, THE MARINE PARKWAY--
--EVEN THE "A" TRAIN, STOPPED ON ITS TRACKS TEN MILES AWAY.

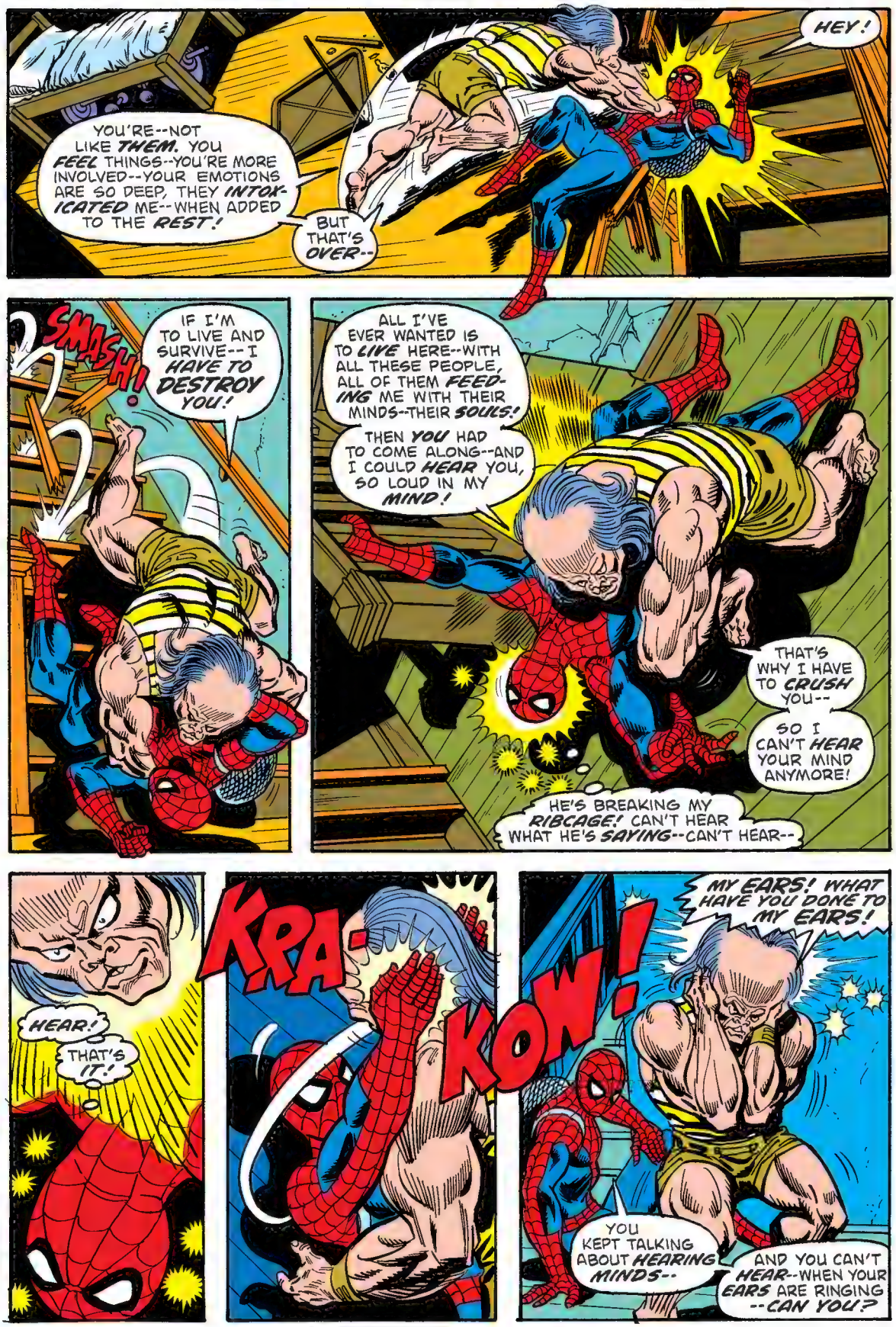

THE ONLY PROBLEM IS--WHEN THESE RIOT COPS REACH THE MINDWORM'S SHACK, WILL THEY BE ABLE TO RESIST HIS MENTAL POWER--?

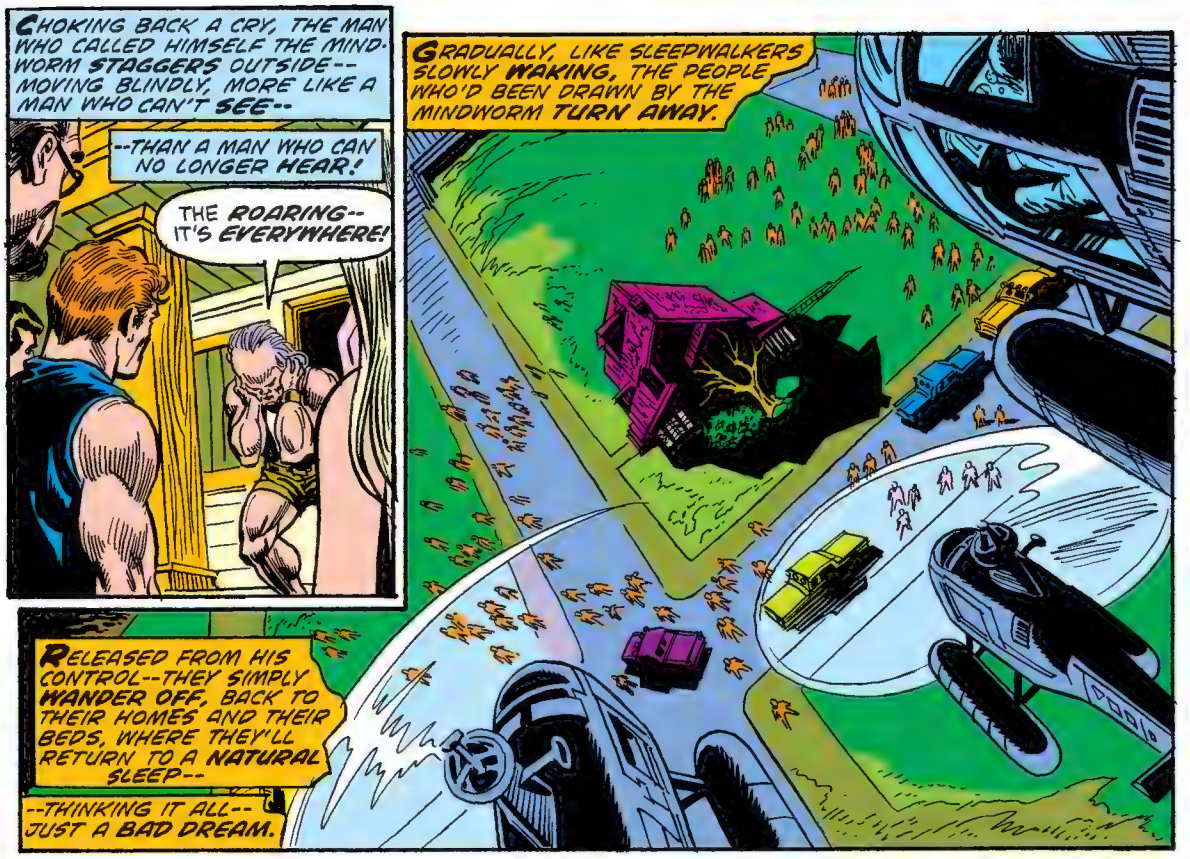
OR WILL THEY GO UNDER...
...AND GIVE THE MINDWORM CONTROL--OF AN ARMY?

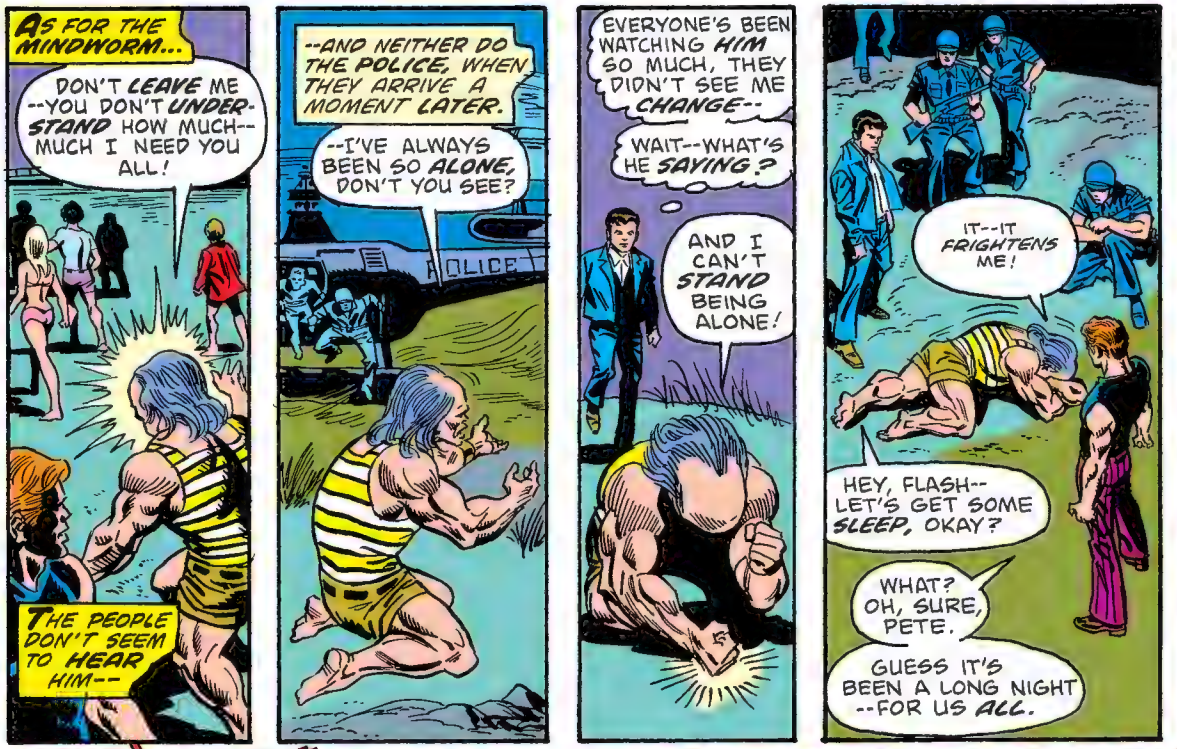

YEP, LOOKS LIKE TIME IS GROWING A MITE SHORT.
WHOEVER IS BEHIND ALL THIS --IS IN THIS HOUSE!
I THINK I'D LIKE TO HAVE A TALK WITH THAT FELLA--


--SPIDEY-STYLE!
RRIP!
WHAT DO YOU KNOW--I HIT THE JACKPOT FIRST TRY!
YOU--ARE THE ONE--WHO CAME!
THE ONE--WHOSE MIND IS FILLED WITH EMOTION--!
I WANT THAT EMOTION --I NEED THAT EMOTION--
"--AND I--"
--WILL HAVE THAT EMOTION!
BRIEFLY, SPIDEY STAGGERS--
--AND FOR AN INSTANT, THE MIND-WORM GRINS.
SLOWLY, SO SLOWLY--
--SPIDER-MAN IS FORCED TO HIS KNEES, AS HE FEELS THE VERY STRENGTH OF HIS SOUL DRAINING FROM HIM.
BUT THEN--MIRACULOUSLY--
--SOMETHING HAPPENS.
CALL IT THE "WILL TO RESIST." CALL IT SHEER STUBBORN-NESS. CALL IT WHAT YOU WILL--
--SPIDER-MAN STANDS--


--AND LASHES OUT!
POW!
NICE GOING, HANDSOME. FOR A MOMENT--
--YOU ALMOST HAD ME!
BUT THEN I REMEMBERED--I'M A MAN, NOT A CRUMMY PUPPET!
UNNNNH!
THE OTHERS ARE USED TO MY POWER--THEY'VE LIVED HERE FOR MONTHS, FOR YEARS--WITH ME AMONG THEM!
BUT YOU--YOU'RE STRONGER!
I'LL--HAVE TO KILL YOU!
TAKE YOUR BEST SHOT, CHUCKLES--
--IT'S THE ONLY CHANCE YOU'LL HAVE!
KRAK!
YOU--HURT ME.
THAT MEANS --I HAVE TO HURT YOU--!
EEEYOW!
MY HEAD--!


HEY!
YOU'RE--NOT LIKE THEM. YOU FEEL THINGS--YOU'RE MORE INVOLVED--YOUR EMOTIONS ARE SO DEEP, THEY INTOXICATED ME--WHEN ADDED TO THE REST!
BUT THAT'S OVER--
SMASH!
IF I'M TO LIVE AND SURVIVE--I HAVE TO DESTROY YOU!
ALL I'VE EVER WANTED IS TO LIVE HERE--WITH ALL THESE PEOPLE, ALL OF THEM FEEDING ME WITH THEIR MINDS--THEIR SOULS!
THEN YOU HAD TO COME ALONG--AND I COULD HEAR YOU, SO LOUD IN MY MIND!
THAT'S WHY I HAVE TO CRUSH YOU--
SO I CAN'T HEAR YOUR MIND ANYMORE!
HE'S BREAKING MY RIBCAGE! CAN'T HEAR WHAT HE'S SAYING--CAN'T HEAR--
HEAR!
THAT'S IT!
KRA-
KOW!
MY EARS! WHAT HAVE YOU DONE TO MY EARS!
YOU KEPT TALKING ABOUT HEARING MINDS--
AND YOU CAN'T HEAR--WHEN YOUR EARS ARE RINGING --CAN YOU?


CHOKING BACK A CRY, THE MAN WHO CALLED HIMSELF THE MINDWORM STAGGERS OUTSIDE--MOVING BLINDLY, MORE LIKE A MAN WHO CAN'T SEE--
--THAN A MAN WHO CAN NO LONGER HEAR!
THE ROARING--IT'S EVERYWHERE!
GRADUALLY, LIKE SLEEPWALKERS SLOWLY WAKING, THE PEOPLE WHO'D BEEN DRAWN BY THE MINDWORM TURN AWAY.
RELEASED FROM HIS CONTROL--THEY SIMPLY WANDER OFF, BACK TO THEIR HOMES AND THEIR BEDS, WHERE THEY'LL RETURN TO A NATURAL SLEEP--
--THINKING IT ALL--JUST A BAD DREAM.


AS FOR THE MINDWORM...
DON'T LEAVE ME --YOU DON'T UNDERSTAND HOW MUCH--MUCH I NEED YOU ALL!
THE PEOPLE DON'T SEEM TO HEAR HIM--
--AND NEITHER DO THE POLICE, WHEN THEY ARRIVE A MOMENT LATER.
--I'VE ALWAYS BEEN SO ALONE, DON'T YOU SEE?
POLICE
EVERYONE'S BEEN WATCHING HIM SO MUCH, THEY DIDN'T SEE ME CHANGE--
WAIT--WHAT'S HE SAYING?
AND I CAN'T STAND BEING ALONE!
IT--IT FRIGHTENS ME!
HEY, FLASH--LET'S GET SOME SLEEP, OKAY?
WHAT? OH, SURE, PETE.
GUESS IT'S BEEN A LONG NIGHT --FOR US ALL.

NEXT ISSUE: SEE PETER'S NEW APARTMENT IN-- "DAY OF THE GRIZZLY!"

SPIDER-MAN
MARVEL COMICS GROUP™
APPROVED BY THE COMICS CODE AUTHORITY
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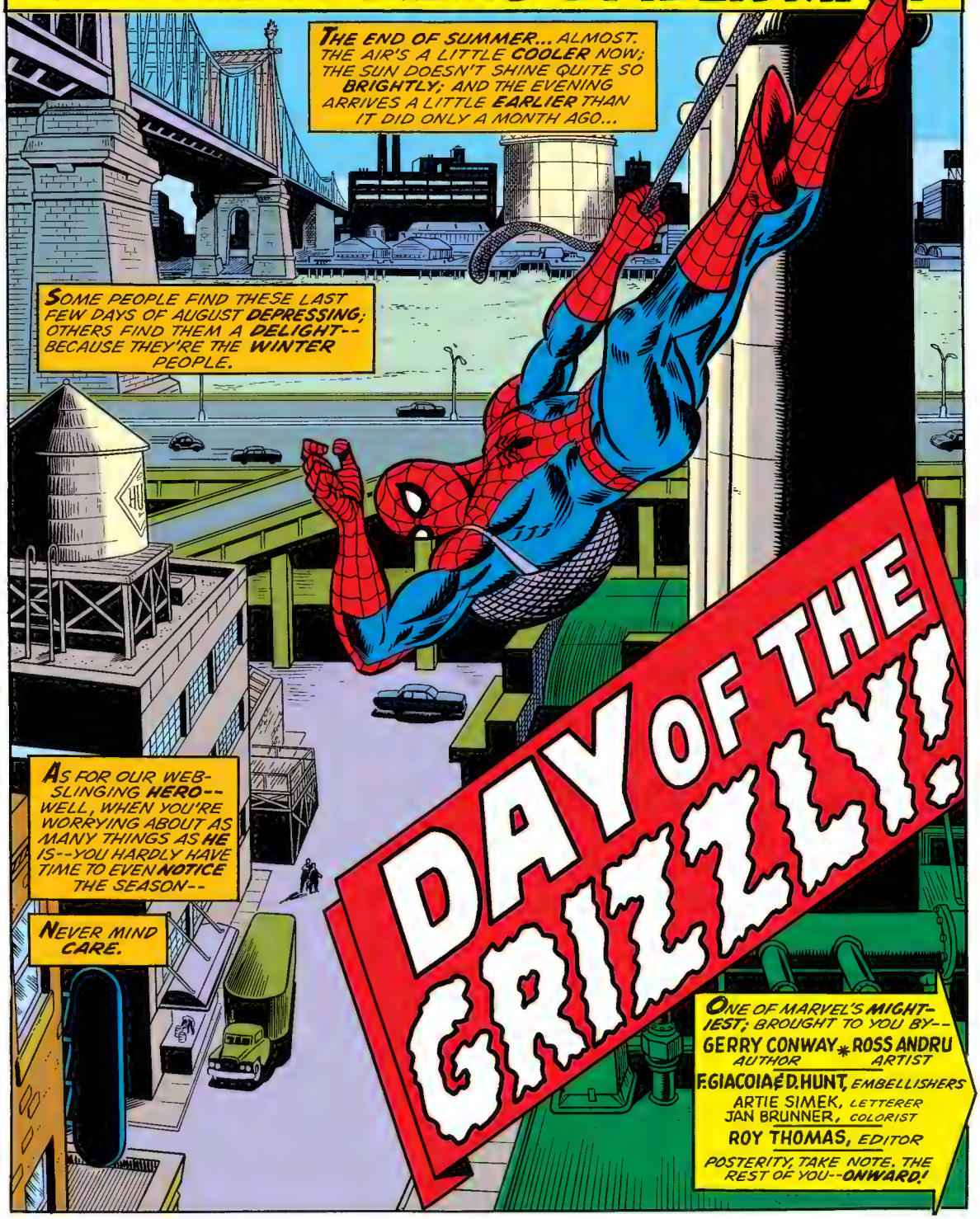
02457
the AMAZING SPIDER-MAN
GET UP, MAN! GET UP-- OR HE'LL KILL US BOTH!
YOUR TIME IS UP, WALL-CRAWLER! THIS IS THE DAY OF THE GRIZZLY!
WARNING: DON'T SNEAK A PEEK AT OUR LAST-PAGE APPEARANCE OF A SURPRISE SUPER-VILLAIN!
KANE + ROMITA

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...

STAN LEE PRESENTS: THE AMAZING SPIDER-MAN™


THE END OF SUMMER... ALMOST. THE AIR'S A LITTLE COOLER NOW; THE SUN DOESN'T SHINE QUITE SO BRIGHTLY; AND THE EVENING ARRIVES A LITTLE EARLIER THAN IT DID ONLY A MONTH AGO...
SOME PEOPLE FIND THESE LAST FEW DAYS OF AUGUST DEPRESSING; OTHERS FIND THEM A DELIGHT--BECAUSE THEY'RE THE WINTER PEOPLE.
AS FOR OUR WEB-SLINGING HERO--WELL, WHEN YOU'RE WORRYING ABOUT AS MANY THINGS AS HE IS--YOU HARDLY HAVE TIME TO EVEN NOTICE THE SEASON--
NEVER MIND CARE.
DAY OF THE GRIZZLY!
ONE OF MARVEL'S MIGHTIEST; BROUGHT TO YOU BY--
GERRY CONWAY * ROSS ANDRU
AUTHOR ARTIST
F.GIACOIA & D.HUNT, EMBELLISHERS
ARTIE SIMEK, LETTERER
JAN BRUNNER, COLORIST
ROY THOMAS, EDITOR
POSTERITY, TAKE NOTE. THE REST OF YOU--ONWARD!

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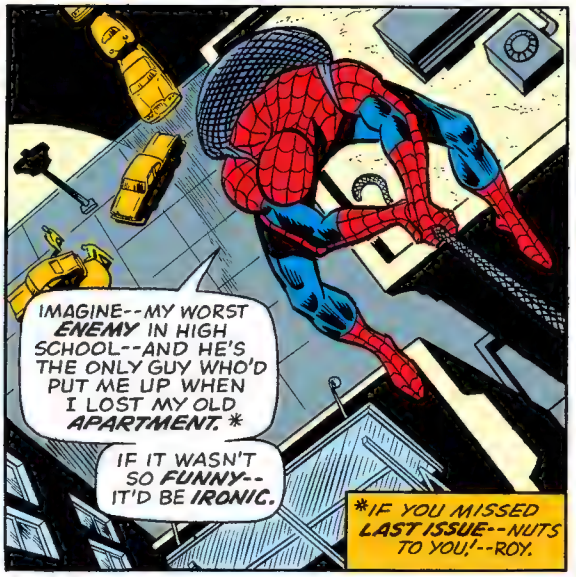
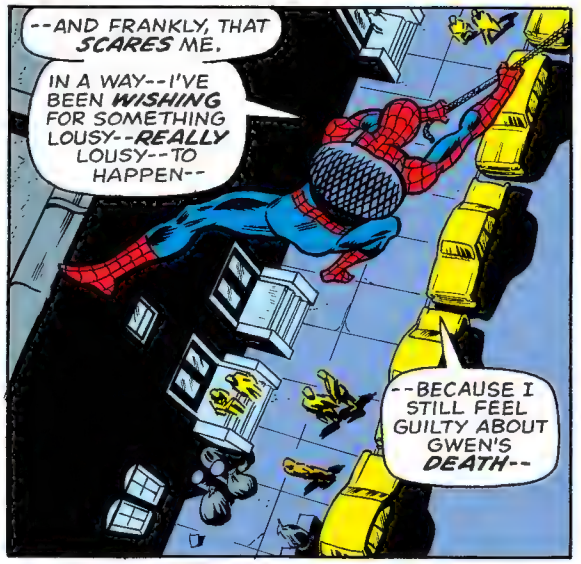
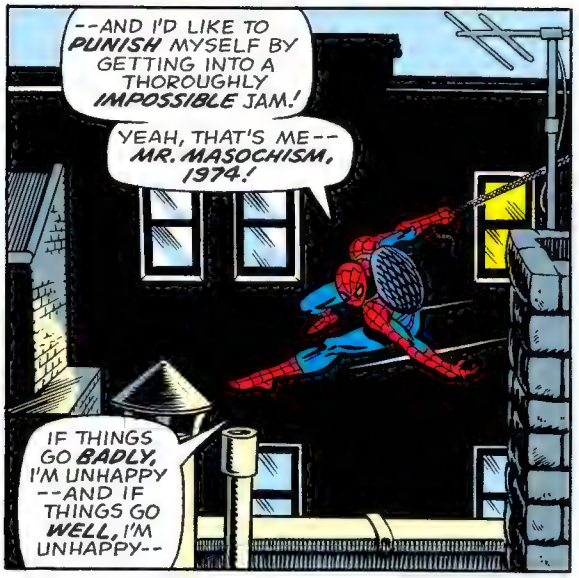
THREE WEEKS--AND I STILL HAVEN'T FOUND A PLACE TO LIVE.
I'M BEGINNING TO THINK I MIGHT BECOME FLASH'S ROOMMATE PERMANENTLY--
FLY EASTERN
AND THAT'S JUST TOO HEAVY A THOUGHT TO DEAL WITH!

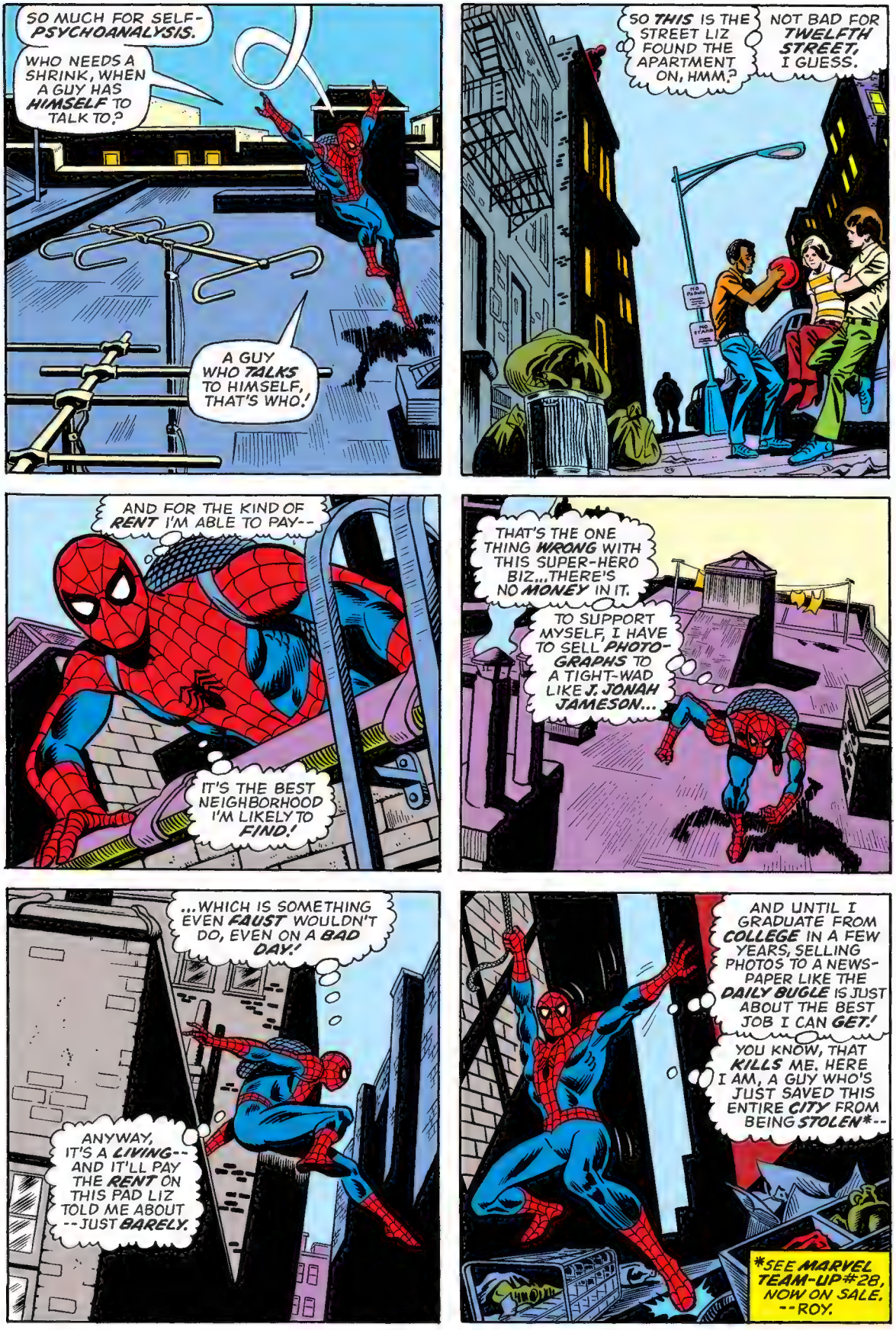

IMAGINE--MY WORST ENEMY IN HIGH SCHOOL--AND HE'S THE ONLY GUY WHO'D PUT ME UP WHEN I LOST MY OLD APARTMENT.*
IF IT WASN'T SO FUNNY--IT'D BE IRONIC.
*IF YOU MISSED LAST ISSUE--NUTS TO YOU!--ROY.

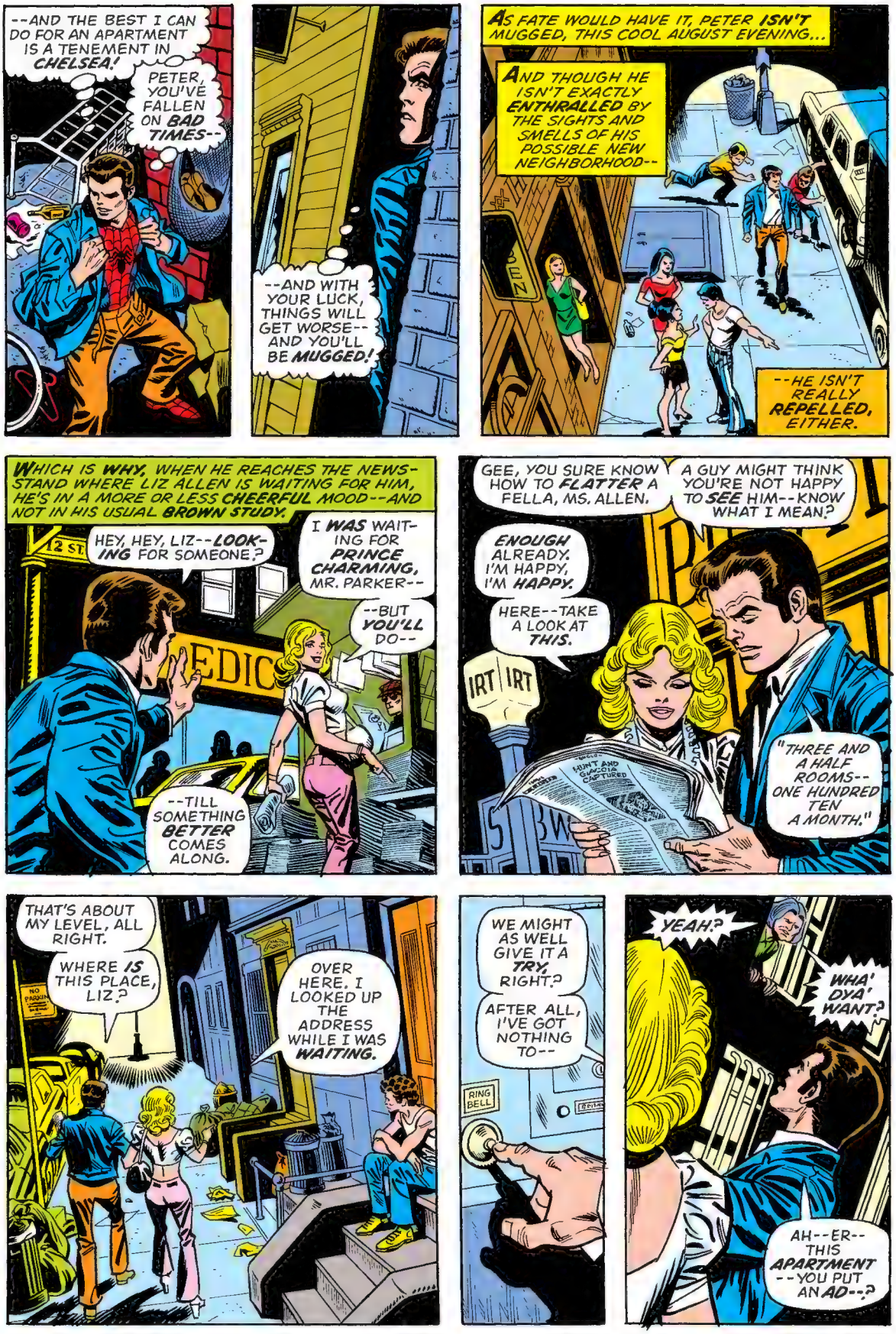
AH, WELL--I GUESS I CAN'T COMPLAIN.
FOR A FELLA WHOSE GIRLFRIEND DIED ONLY A FEW MONTHS AGO, I'VE BEEN MAKING OUT PRETTY WELL--

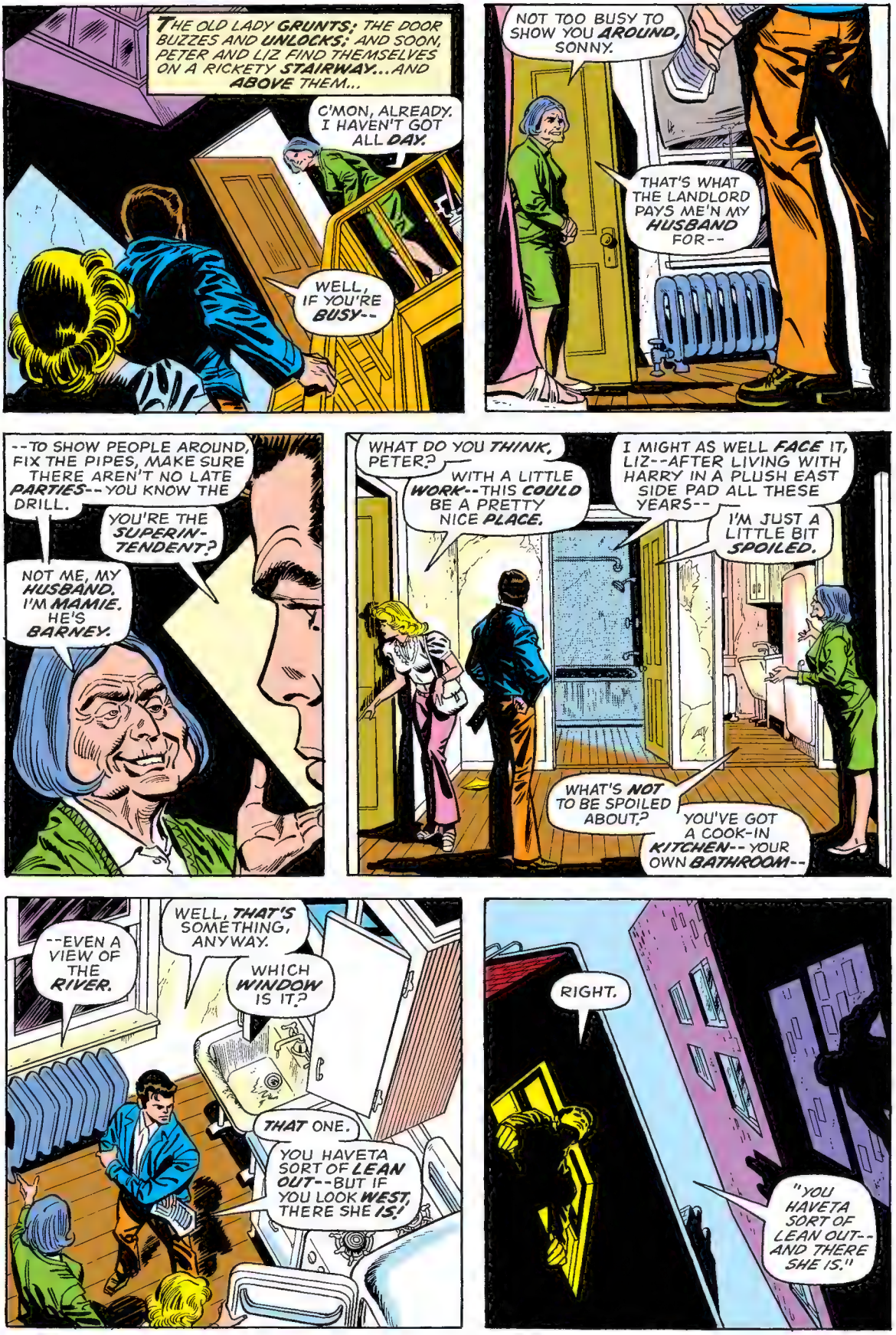

--AND FRANKLY, THAT SCARES ME.
IN A WAY--I'VE BEEN WISHING FOR SOMETHING LOUSY--REALLY LOUSY--TO HAPPEN--
--BECAUSE I STILL FEEL GUILTY ABOUT GWEN'S DEATH--

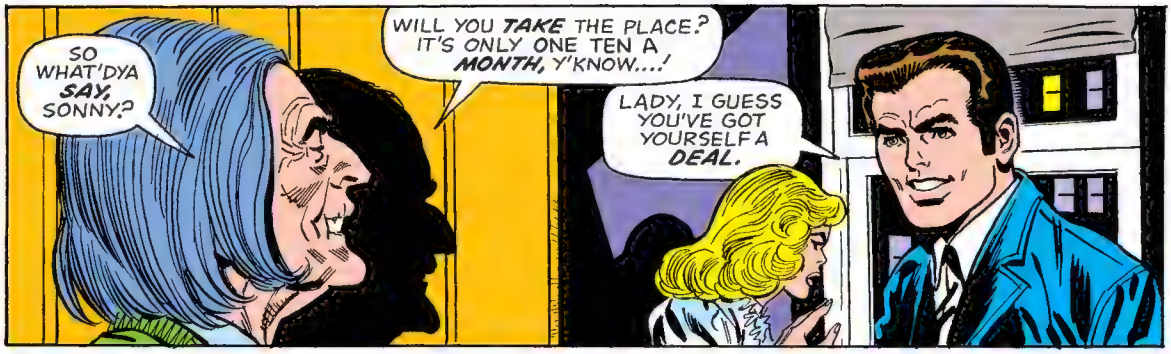

--AND I'D LIKE TO PUNISH MYSELF BY GETTING INTO A THOROUGHLY IMPOSSIBLE JAM!
YEAH, THAT'S ME--MR. MASOCHISM, 1974!
IF THINGS GO BADLY, I'M UNHAPPY--AND IF THINGS GO WELL, I'M UNHAPPY--

--SO EITHER WAY, I JUST CAN'T WIN.


SO MUCH FOR SELF-PSYCHOANALYSIS.
WHO NEEDS A SHRINK, WHEN A GUY HAS HIMSELF TO TALK TO?
A GUY WHO TALKS TO HIMSELF, THAT'S WHO!
SO THIS IS THE STREET LIZ FOUND THE APARTMENT ON, HMM?
NOT BAD FOR TWELFTH STREET, I GUESS.
AND FOR THE KIND OF RENT I'M ABLE TO PAY--
IT'S THE BEST NEIGHBORHOOD I'M LIKELY TO FIND!
THAT'S THE ONE THING WRONG WITH THIS SUPER-HERO BIZ...THERE'S NO MONEY IN IT.
TO SUPPORT MYSELF, I HAVE TO SELL PHOTO-GRAPHS TO A TIGHT-WAD LIKE J. JONAH JAMESON...
...WHICH IS SOMETHING EVEN FAUST WOULDN'T DO, EVEN ON A BAD DAY!
ANYWAY, IT'S A LIVING--AND IT'LL PAY THE RENT ON THIS PAD LIZ TOLD ME ABOUT --JUST BARELY.
AND UNTIL I GRADUATE FROM COLLEGE IN A FEW YEARS, SELLING PHOTOS TO A NEWS-PAPER LIKE THE DAILY BUGLE IS JUST ABOUT THE BEST JOB I CAN GET!
YOU KNOW, THAT KILLS ME. HERE I AM, A GUY WHO'S JUST SAVED THIS ENTIRE CITY FROM BEING STOLEN*--
*SEE MARVEL TEAM-UP #28, NOW ON SALE. --ROY.


--AND THE BEST I CAN DO FOR AN APARTMENT IS A TENEMENT IN CHELSEA!
PETER, YOU'VE FALLEN ON BAD TIMES--
--AND WITH YOUR LUCK, THINGS WILL GET WORSE-- AND YOU'LL BE MUGGED!
AS FATE WOULD HAVE IT, PETER ISN'T MUGGED, THIS COOL AUGUST EVENING...
AND THOUGH HE ISN'T EXACTLY ENTHRALLED BY THE SIGHTS AND SMELLS OF HIS POSSIBLE NEW NEIGHBORHOOD--
--HE ISN'T REALLY REPELLED, EITHER.
WHICH IS WHY, WHEN HE REACHES THE NEWS-STAND WHERE LIZ ALLEN IS WAITING FOR HIM, HE'S IN A MORE OR LESS CHEERFUL MOOD--AND NOT IN HIS USUAL BROWN STUDY.
HEY, HEY, LIZ--LOOK-ING FOR SOMEONE?
I WAS WAIT-ING FOR PRINCE CHARMING, MR. PARKER--
--BUT YOU'LL DO--
--TILL SOMETHING BETTER COMES ALONG.
GEE, YOU SURE KNOW HOW TO FLATTER A FELLA, MS. ALLEN.
A GUY MIGHT THINK YOU'RE NOT HAPPY TO SEE HIM--KNOW WHAT I MEAN?
ENOUGH ALREADY. I'M HAPPY, I'M HAPPY.
HERE--TAKE A LOOK AT THIS.
"THREE AND A HALF ROOMS-- ONE HUNDRED TEN A MONTH."
THAT'S ABOUT MY LEVEL, ALL RIGHT.
WHERE IS THIS PLACE, LIZ?
OVER HERE. I LOOKED UP THE ADDRESS WHILE I WAS WAITING.
WE MIGHT AS WELL GIVE IT A TRY, RIGHT?
AFTER ALL, I'VE GOT NOTHING TO--
YEAH?
WHA' DYA' WANT?
AH--ER-- THIS APARTMENT --YOU PUT AN AD--?


THE OLD LADY GRUNTS; THE DOOR BUZZES AND UNLOCKS; AND SOON, PETER AND LIZ FIND THEMSELVES ON A RICKETY STAIRWAY...AND ABOVE THEM...
C'MON, ALREADY. I HAVEN'T GOT ALL DAY.
WELL, IF YOU'RE BUSY--
NOT TOO BUSY TO SHOW YOU AROUND, SONNY.
THAT'S WHAT THE LANDLORD PAYS ME'N MY HUSBAND FOR--
--TO SHOW PEOPLE AROUND, FIX THE PIPES, MAKE SURE THERE AREN'T NO LATE PARTIES--YOU KNOW THE DRILL.
YOU'RE THE SUPERINTENDENT?
NOT ME, MY HUSBAND. I'M MAMIE. HE'S BARNEY.
WHAT DO YOU THINK, PETER?
WITH A LITTLE WORK--THIS COULD BE A PRETTY NICE PLACE.
I MIGHT AS WELL FACE IT, LIZ--AFTER LIVING WITH HARRY IN A PLUSH EAST SIDE PAD ALL THESE YEARS--
I'M JUST A LITTLE BIT SPOILED.
WHAT'S NOT TO BE SPOILED ABOUT?
YOU'VE GOT A COOK-IN KITCHEN--YOUR OWN BATHROOM--
--EVEN A VIEW OF THE RIVER.
WELL, THAT'S SOMETHING, ANYWAY.
WHICH WINDOW IS IT?
THAT ONE.
YOU HAVETA SORT OF LEAN OUT--BUT IF YOU LOOK WEST, THERE SHE IS!
RIGHT.
"YOU HAVETA SORT OF LEAN OUT--AND THERE SHE IS."


SO WHAT'DYA SAY, SONNY?
WILL YOU TAKE THE PLACE? IT'S ONLY ONE TEN A MONTH, Y'KNOW....!
LADY, I GUESS YOU'VE GOT YOURSELF A DEAL.

ON THAT NOTE, LET'S TURN TIME FORWARD A BIT--
--TO THREE HOURS AFTER OUR HERO'S MADE THE FORMAL LEASE ARRANGEMENTS--
--AS HE ARRIVES (SPIDEY-STYLE) AT THE OFFICES OF THE DAILY BUGLE--

--WHERE--
PETER! YOU'RE BACK!
YOU HAD US WORRIED FOR A WHILE THAT YOU'D REALLY QUIT, AFTER ALL!*
YOU KNOW ME, BETTY...
*ISSUE #136. --ROY.

A LOT OF TALK...AN OCCASIONAL BLOW-UP NOW AND THEN...BUT BASICALLY, I LOVE THIS PLACE...
AND BESIDES, I NEED THE BREAD.
THE SAME OLD PETER. I NEVER KNOW WHEN YOU'RE KIDDING.
HAVE YOU SEEN MARY JANE SINCE SHE GOT OUT OF THE HOSPITAL?*
*FROM INJURIES SUSTAINED IN ISSUE #136. --ROY.

I SPOKE TO HER LAST NIGHT. SHE'S STAYING WITH HER AUNT FOR A FEW DAYS, UNTIL SHE'S BACK ON HER FEET.
SAY, NOW THAT'S GOOD NEWS, SON.
HI, MR. ROBERTSON. HOW'S THE EDITING BIZ?

HAS JONAH FIRED YOU YET, TODAY?
AFTER ALL-- IT'S ALMOST PRESS TIME.
GIVE HIM A FEW MORE MINUTES, PETER.
SO. HOW HAVE YOU BEEN DOING DURING YOUR SELF-ENFORCED EXILE?
NO COMPLAINTS. AS A MATTER OF FACT, I--

THROM!
WHAT ON EARTH--?
THROM! THUMP!
IT'S SOME SORT OF SMASH-ING--
--COMING FROM THE ELEVATOR BANK--!
BATHOOK!
NOTHING CAN STOP ME! NOTHING!
SO LOOK OUT, NEW YORK--
THE GRIZZLY IS BACK IN TOWN!*
*NO, TRUE BELIEVER--YOU HAVEN'T MISSED AN ISSUE. THIS IS THE FIRST TIME WE'VE EVER SEEN THE GRIZZLY--BUT--WELL, LET'S EXPLAIN LATER, OKAY?--ROY.

HE-HE'S SOME SORT OF CRAZY GIANT--ALMOST NINE FEET TALL!
WHAT A STORY THIS WOULD MAKE--
THEN GO AHEAD, FRANK, WRITE IT!
ME--I'M GETTING OUT OF HERE!
KRUMP!
ALMOST MAGICALLY, THE CITY ROOM--FILLED WITH TWO DOZEN REPORTERS ONLY A MOMENT AGO--IS EMPTIED.
OR, RATHER, ALMOST EMPTIED--
SWAT!
--FOR THREE OF THE ROOM'S INHABITANTS ARE BLOCKED OFF--CORNERED BY THE APPROACHING GRIZZLY!
AND IF YOU'RE WONDERING WHO THEY MIGHT BE--
RRRR
--WONDER NO LONGER!
PETE, GET OUT OF HERE--RUN FOR HELP--!
I'LL TRY TO HOLD THIS CHARACTER OFF SOMEHOW--PROTECT BETTY--!
BUT--
HURRY, PETER--
IN THE NAME OF HEAVEN, HURRY!
RRRR
ROBBIE, HE'S COMING TOWARD ME! HE'S GOING TO ATTACK!
EEEEEE
WHOMP!
I'VE GOT TO DISTRACT HIM, SOMEHOW! GET HIS ATTENTION AWAY FROM BETTY--!
UMMPH! LOOKS LIKE I'VE SUCCEEDED--

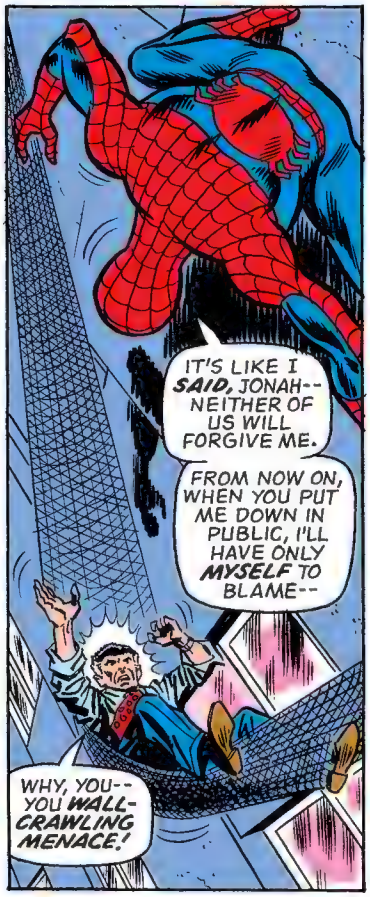
--ONLY TOO WELL!
SPAK!
-UNNNHH!-
J.J.JAMESON PUBLISHER
I'LL CALL YOU BACK, DICK.
THERE'S SOME SORT OF RACKET IN MY OUTER OFFICE.
HARRUMPH. IT'S GETTING SO A MAN CAN'T MAKE A TELEPHONE CALL IN PEACE AROUND HERE.
IF IT ISN'T THAT FOOL PARKER--
--IT'S SOMEBODY ELSE WANTING A RAISE, AND BLAST IT, I'VE HAD IT UP TO--
--HERE.
RRR
SLAM
THE FOOL! HE DOESN'T REALIZE MY POWER-- MY SHEER, ANIMAL STRENGTH!
J.J.JAMESON PUBLISHER
NOTHING CAN STOP THE GRIZZLY-- NO DOOR, NO WALL--
NOTHING!

FOR THE SAKE OF OUR STORY, THAT BETTER BE AN EXAGGERATION--BECAUSE THERE'S ONE PERSON WHO'S GOING TO TRY TO STOP THE GRIZZLY (WHOEVER HE IS)--
--AND THAT PERSON'S NAME IS--SPIDER-MAN!
FROM THE SOUND OF THINGS--
--THAT GRIZZLY CHARACTER IS IN JONAH'S OFFICE!

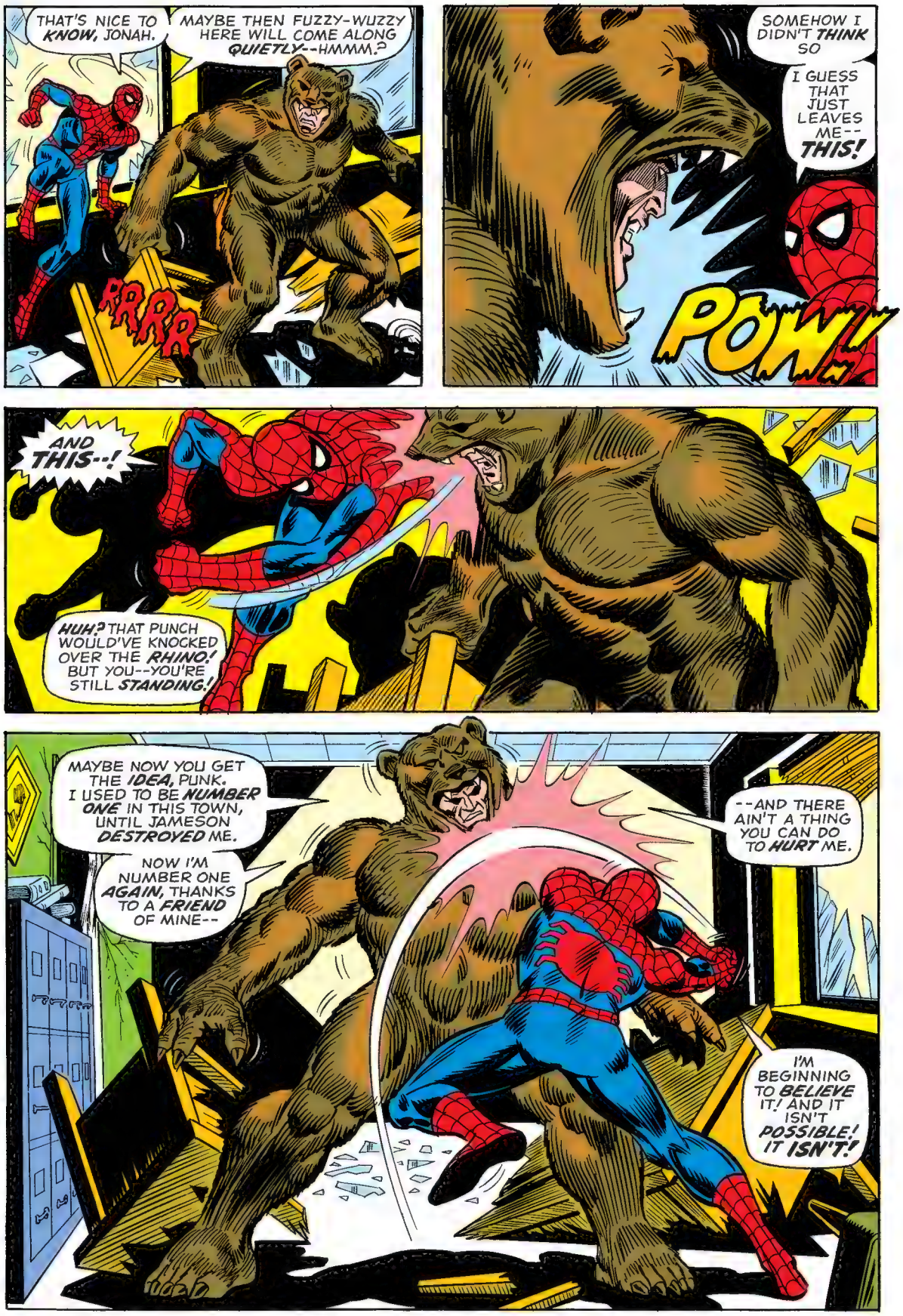
CRASH!
AND THAT MEANS I HAVE TO--
WOW!
IT'S JONAH--THROWN OUT THE WINDOW!

IN A WAY, I ALMOST HATE TO DO THIS.
FWIP!
FTT!
NEITHER OF US WILL EVER FORGIVE ME.

A NET--FORMING IN MID-AIR! I'M SAVED--I'M--
OH, NO! NOT YOU!
THUMP


IT'S LIKE I SAID, JONAH--NEITHER OF US WILL FORGIVE ME.
FROM NOW ON, WHEN YOU PUT ME DOWN IN PUBLIC, I'LL HAVE ONLY MYSELF TO BLAME--
WHY, YOU--YOU WALL-CRAWLING MENACE!

--AND YOU--YOU'LL HAVE TO LIVE WITH THE FACT THAT YOU OWE YOUR LIFE TO THE GUY YOU HATE MOST--
ME.
IT'S A PLOT!
A CONSPIRACY! YOU'RE IN CAHOOTS WITH THAT MADMAN UP THERE!


THAT'S NICE TO KNOW, JONAH.
MAYBE THEN FUZZY-WUZZY HERE WILL COME ALONG QUIETLY--HMMM.?
RRRR
SOMEHOW I DIDN'T THINK SO
I GUESS THAT JUST LEAVES ME-- THIS!
POW!
AND THIS--!
HUH? THAT PUNCH WOULD'VE KNOCKED OVER THE RHINO! BUT YOU--YOU'RE STILL STANDING!
MAYBE NOW YOU GET THE IDEA, PUNK. I USED TO BE NUMBER ONE IN THIS TOWN, UNTIL JAMESON DESTROYED ME.
NOW I'M NUMBER ONE AGAIN, THANKS TO A FRIEND OF MINE--
--AND THERE AIN'T A THING YOU CAN DO TO HURT ME.
I'M BEGINNING TO BELIEVE IT! AND IT ISN'T POSSIBLE! IT ISN'T!

PUNK, YOU DON'T KNOW WHAT YOU'RE TALKING ABOUT.
SWAM!
MISTER, I WOULDN'T BET ON IT!
SPOOM!
HEY! YOU HURT ME, YA LITTLE CREEP! I'LL TEAR YOU APART FOR THAT, Y'HEAR?
I'LL SHRED YOU UP LIKE LITTLE SCRAPS OF TISSUE--
--AND I'VE GOT THE CLAWS TO DO IT WITH, TOO!
IF YOU GET THE CHANCE TO CONNECT WITH THEM, BIG BEAR--
--BUT I'M NOT GOING TO GIVE YOU THAT CHANCE--
BUNT!
--NOT BY A LONG SHOT!

BLAST IT, HOLD STILL!

THIS AINT FAIR--YOU'RE NOT LETTING ME USE MY POWERS!

WHAT DO YOU THINK THIS IS, HANDSOME?

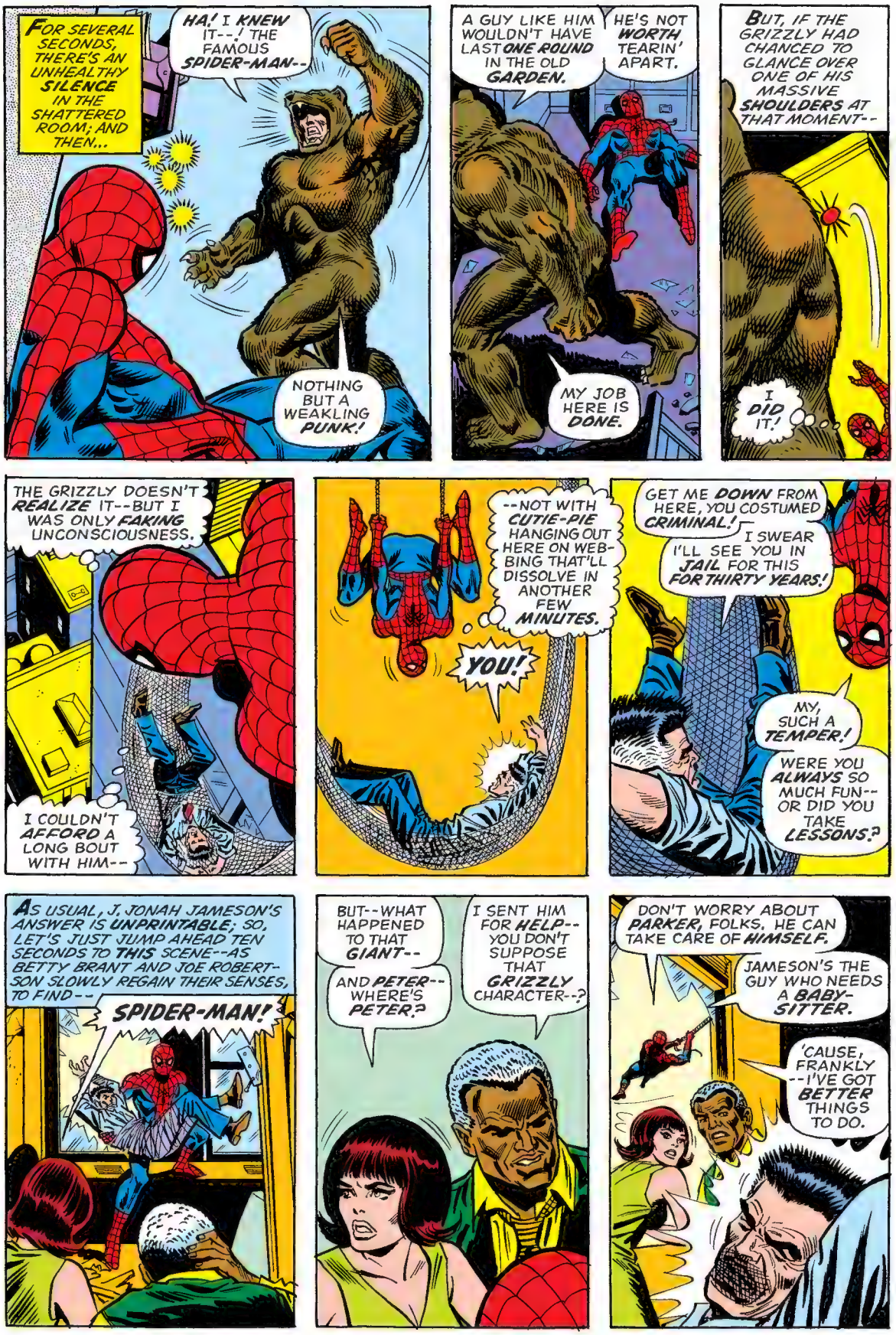
A BOXING MATCH--WITH RULES AND A REFEREE?

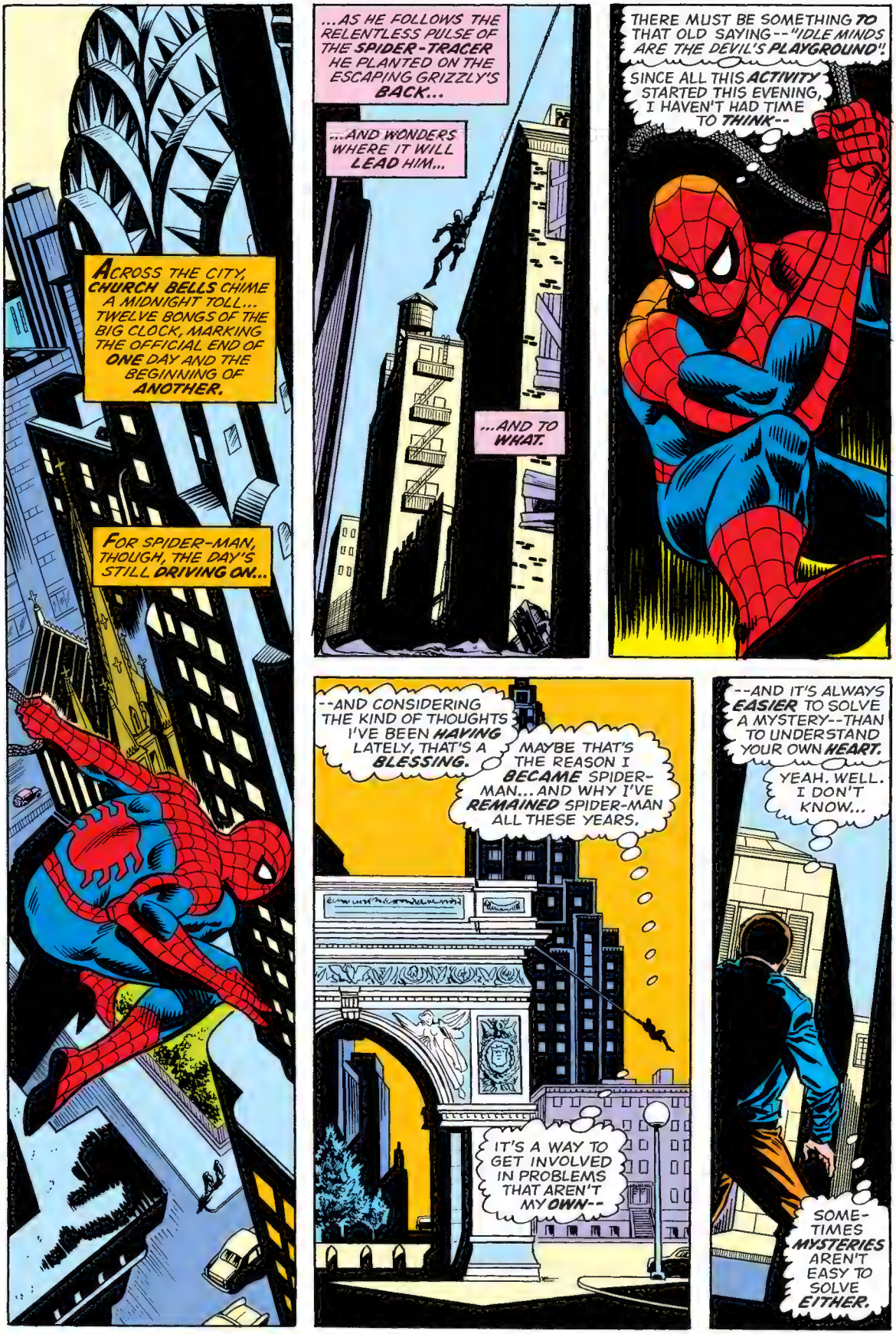
DON'T SAY THAT!

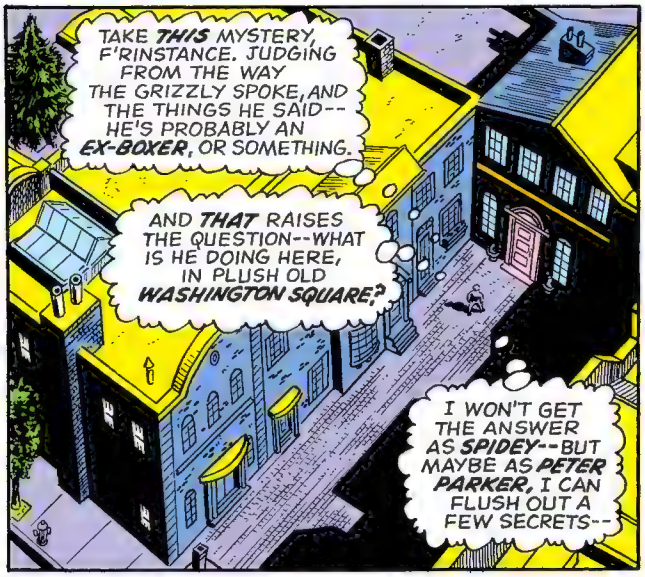
I'M BETTER THAN ANY BUM IN THE RING, YOU HEAR?

I'M THE GRIZZLY--AND THE GRIZZLY IS THE TOUGHEST OF THEM ALL!

SPONG!


FOR SEVERAL SECONDS, THERE'S AN UNHEALTHY SILENCE IN THE SHATTERED ROOM; AND THEN...
HA! I KNEW IT--! THE FAMOUS SPIDER-MAN--
NOTHING BUT A WEAKLING PUNK!
A GUY LIKE HIM WOULDN'T HAVE LAST ONE ROUND IN THE OLD GARDEN.
HE'S NOT WORTH TEARIN' APART.
MY JOB HERE IS DONE.
BUT, IF THE GRIZZLY HAD CHANCED TO GLANCE OVER ONE OF HIS MASSIVE SHOULDERS AT THAT MOMENT--
I DID IT!
THE GRIZZLY DOESN'T REALIZE IT--BUT I WAS ONLY FAKING UNCONSCIOUSNESS.
I COULDN'T AFFORD A LONG BOUT WITH HIM--
--NOT WITH CUTIE-PIE HANGING OUT HERE ON WEB-BING THAT'LL DISSOLVE IN ANOTHER FEW MINUTES.
YOU!
GET ME DOWN FROM HERE, YOU COSTUMED CRIMINAL!
I SWEAR I'LL SEE YOU IN JAIL FOR THIS FOR THIRTY YEARS!
MY, SUCH A TEMPER!
WERE YOU ALWAYS SO MUCH FUN--OR DID YOU TAKE LESSONS?
AS USUAL, J. JONAH JAMESON'S ANSWER IS UNPRINTABLE; SO, LET'S JUST JUMP AHEAD TEN SECONDS TO THIS SCENE--AS BETTY BRANT AND JOE ROBERT-SON SLOWLY REGAIN THEIR SENSES, TO FIND--
SPIDER-MAN!
BUT--WHAT HAPPENED TO THAT GIANT--
AND PETER--WHERE'S PETER?
I SENT HIM FOR HELP--YOU DON'T SUPPOSE THAT GRIZZLY CHARACTER--?
DON'T WORRY ABOUT PARKER, FOLKS, HE CAN TAKE CARE OF HIMSELF.
JAMESON'S THE GUY WHO NEEDS A BABY-SITTER.
'CAUSE, FRANKLY --I'VE GOT BETTER THINGS TO DO.

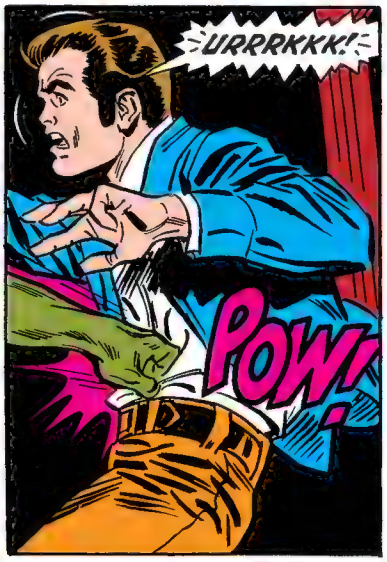

ACROSS THE CITY, CHURCH BELLS CHIME A MIDNIGHT TOLL... TWELVE BONGS OF THE BIG CLOCK, MARKING THE OFFICIAL END OF ONE DAY AND THE BEGINNING OF ANOTHER.
FOR SPIDER-MAN, THOUGH, THE DAY'S STILL DRIVING ON...
...AS HE FOLLOWS THE RELENTLESS PULSE OF THE SPIDER-TRACER HE PLANTED ON THE ESCAPING GRIZZLY'S BACK...
...AND WONDERS WHERE IT WILL LEAD HIM...
...AND TO WHAT.
THERE MUST BE SOMETHING TO THAT OLD SAYING--"IDLE MINDS ARE THE DEVIL'S PLAYGROUND"!
SINCE ALL THIS ACTIVITY STARTED THIS EVENING, I HAVEN'T HAD TIME TO THINK--
--AND CONSIDERING THE KIND OF THOUGHTS I'VE BEEN HAVING LATELY, THAT'S A BLESSING.
MAYBE THAT'S THE REASON I BECAME SPIDER-MAN... AND WHY I'VE REMAINED SPIDER-MAN ALL THESE YEARS.
IT'S A WAY TO GET INVOLVED IN PROBLEMS THAT AREN'T MY OWN--
--AND IT'S ALWAYS EASIER TO SOLVE A MYSTERY--THAN TO UNDERSTAND YOUR OWN HEART.
YEAH. WELL. I DON'T KNOW...
SOMETIMES MYSTERIES AREN'T EASY TO SOLVE EITHER.


TAKE THIS MYSTERY, F'RINSTANCE. JUDGING FROM THE WAY THE GRIZZLY SPOKE, AND THE THINGS HE SAID--HE'S PROBABLY AN EX-BOXER, OR SOMETHING.
AND THAT RAISES THE QUESTION--WHAT IS HE DOING HERE, IN PLUSH OLD WASHINGTON SQUARE?
I WON'T GET THE ANSWER AS SPIDEY--BUT MAYBE AS PETER PARKER, I CAN FLUSH OUT A FEW SECRETS--

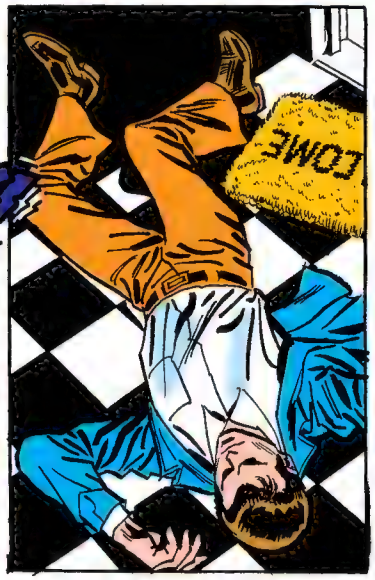
--IF I'M JUST CAREFUL, AND--HUH?
MY SPIDER-SENSE... IT'S WARNING ME THAT SOMETHING'S WRONG...
BUZZ

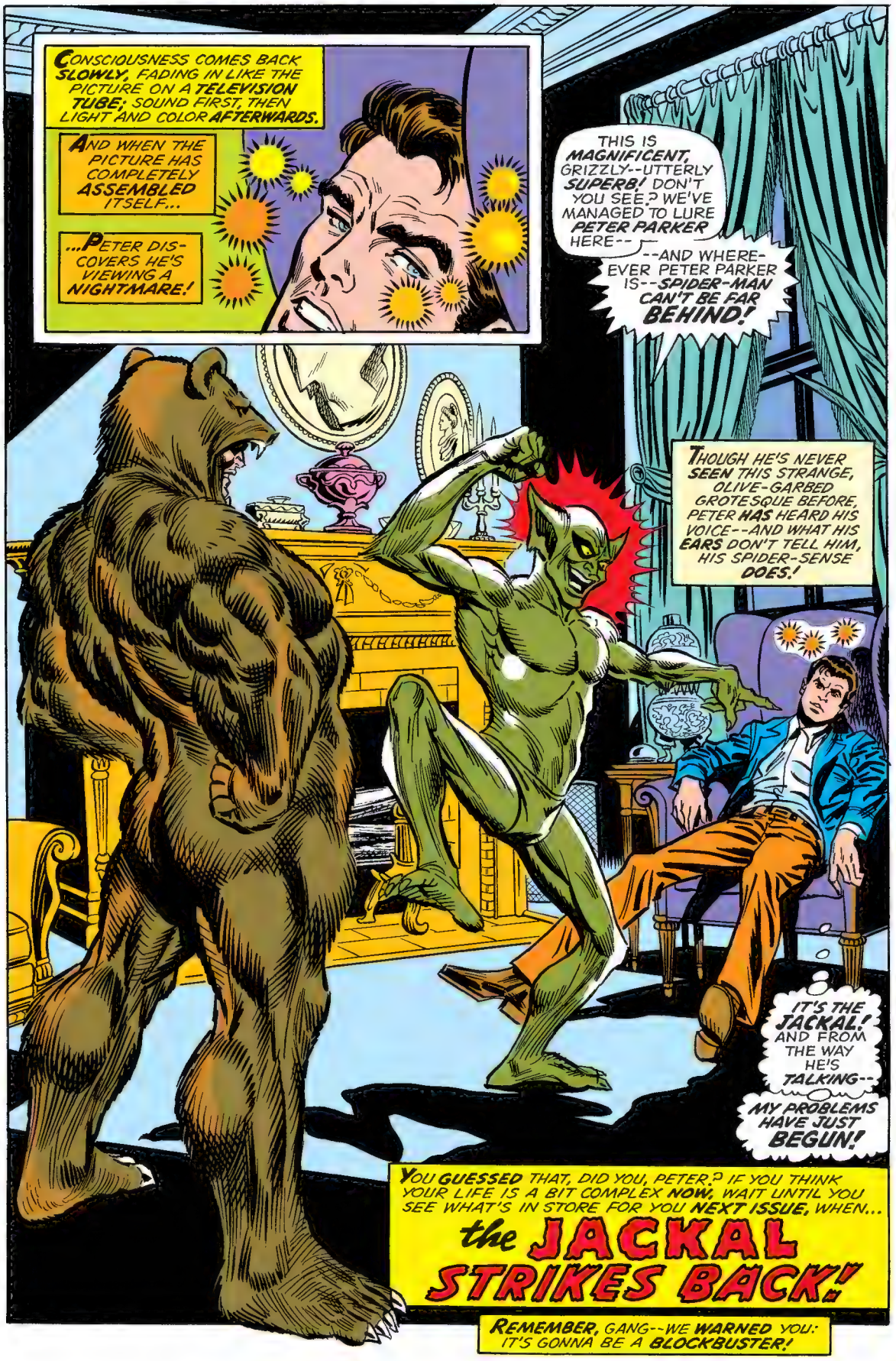
THE GRIZZLY ISN'T THE ONLY STRANGE GUY IN HERE--BUT WHO'S THE OTHER ONE--AND WHY--
OH! AH--PARDON ME, COULD I USE YOUR TELEPHONE?
I'M FROM OUT OF TOWN, AND--
CERTAINLY.
WON'T YOU COME IN?

NOW I KNOW SOMETHING'S WRONG. NOBODY LETS A STRANGER INTO THEIR APARTMENT IN MANHATTAN.
THIS HAS GOT TO BE A TRA--


-URRRKKK!-
POW!

THAK!


COME


CONSCIOUSNESS COMES BACK SLOWLY, FADING IN LIKE THE PICTURE ON A TELEVISION TUBE; SOUND FIRST, THEN LIGHT AND COLOR AFTERWARDS.
AND WHEN THE PICTURE HAS COMPLETELY ASSEMBLED ITSELF...
...PETER DISCOVERS HE'S VIEWING A NIGHTMARE!
THIS IS MAGNIFICENT, GRIZZLY--UTTERLY SUPERB! DON'T YOU SEE? WE'VE MANAGED TO LURE PETER PARKER HERE--
--AND WHEREVER PETER PARKER IS--SPIDER-MAN CAN'T BE FAR BEHIND!
THOUGH HE'S NEVER SEEN THIS STRANGE, OLIVE-GARBED GROTESQUE BEFORE, PETER HAS HEARD HIS VOICE--AND WHAT HIS EARS DON'T TELL HIM, HIS SPIDER-SENSE DOES!
IT'S THE JACKAL! AND FROM THE WAY HE'S TALKING--
MY PROBLEMS HAVE JUST BEGUN!
YOU GUESSED THAT, DID YOU, PETER? IF YOU THINK YOUR LIFE IS A BIT COMPLEX NOW, WAIT UNTIL YOU SEE WHAT'S IN STORE FOR YOU NEXT ISSUE, WHEN...
the JACKAL STRIKES BACK!
REMEMBER, GANG--WE WARNED YOU: IT'S GONNA BE A BLOCKBUSTER!

SPIDER-MAN
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the AMAZING SPIDER-MAN®
SPIDEY... THE JACKAL... THE GRIZZLY... IN A BATTLE TO THE DEATH!
"...AND ONE MUST FALL!"

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

DEPARTMENT OF REDUNDANCY DEPARTMENT: IF YOU READ OUR LAST ISSUE, THEN YOU ALREADY KNOW HOW THE MAN-MONSTER CALLED THE GRIZZLY ATTACKED J. JONAH JAMESON AT THE DAILY BUGLE; HOW SPIDEY FOUGHT THE GRIZZLY, THEN TRACKED HIM TO A WASHINGTON SQUARE TOWNHOUSE; AND HOW PETER PARKER, OUR INTREPID HERO, WAS CAPTURED BY SAID GRIZZLY--AND THE GREEN-GARBED MYSTERY MAN, THE JACKAL. SO WHAT ARE YOU READING THIS FOR?
"...AND ONE WILL FALL!"
GERRY CONWAY AUTHOR
ROSS ANDRU ARTIST
F. GIACOIA & D. HUNT INKERS
LETTERED BY: ARTIE SIMEK
COLORED BY: P. GOLDBERG
ROY THOMAS EDITOR

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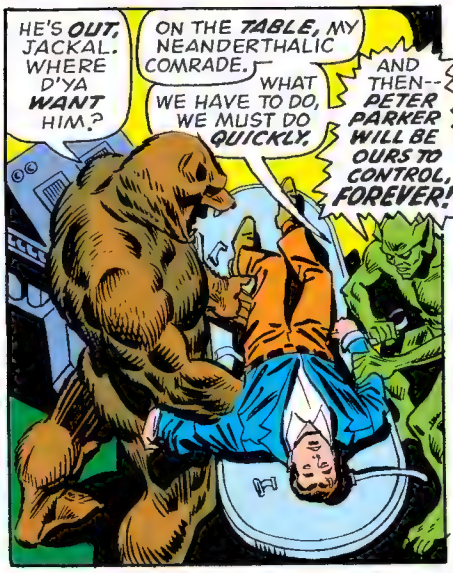
YOU'RE SURE THIS PUNK CAN LEAD US TO THAT CREEP, SPIDER-MAN, JACKAL?
HAVEN'T I TOLD YOU? WHEREVER PETER PARKER GOES--
--SPIDER-MAN IS NOT FAR BEHIND!
HOW ELSE DOES PARKER MANAGE THOSE NEWS PHOTOS?

I GET YA. THE KID AN' SPIDER-MAN ARE PALS, HUH?
DON'T BET ON IT, UGLY.
I WOULDN'T KNOW, SPIDEY IF HE WALKED UP AND-- HUH?

I SEE MY LITTLE LAB IMPRESSES YOU, PARKER.
IT'S QUITE COMPLETE-- AND TOTALLY PORTABLE.
I USE IT FOR CERTAIN NECESSARY IMPROVISA-TIONS--
--SUCH AS THE ONE WE'RE ABOUT TO PERFORM ON YOU!

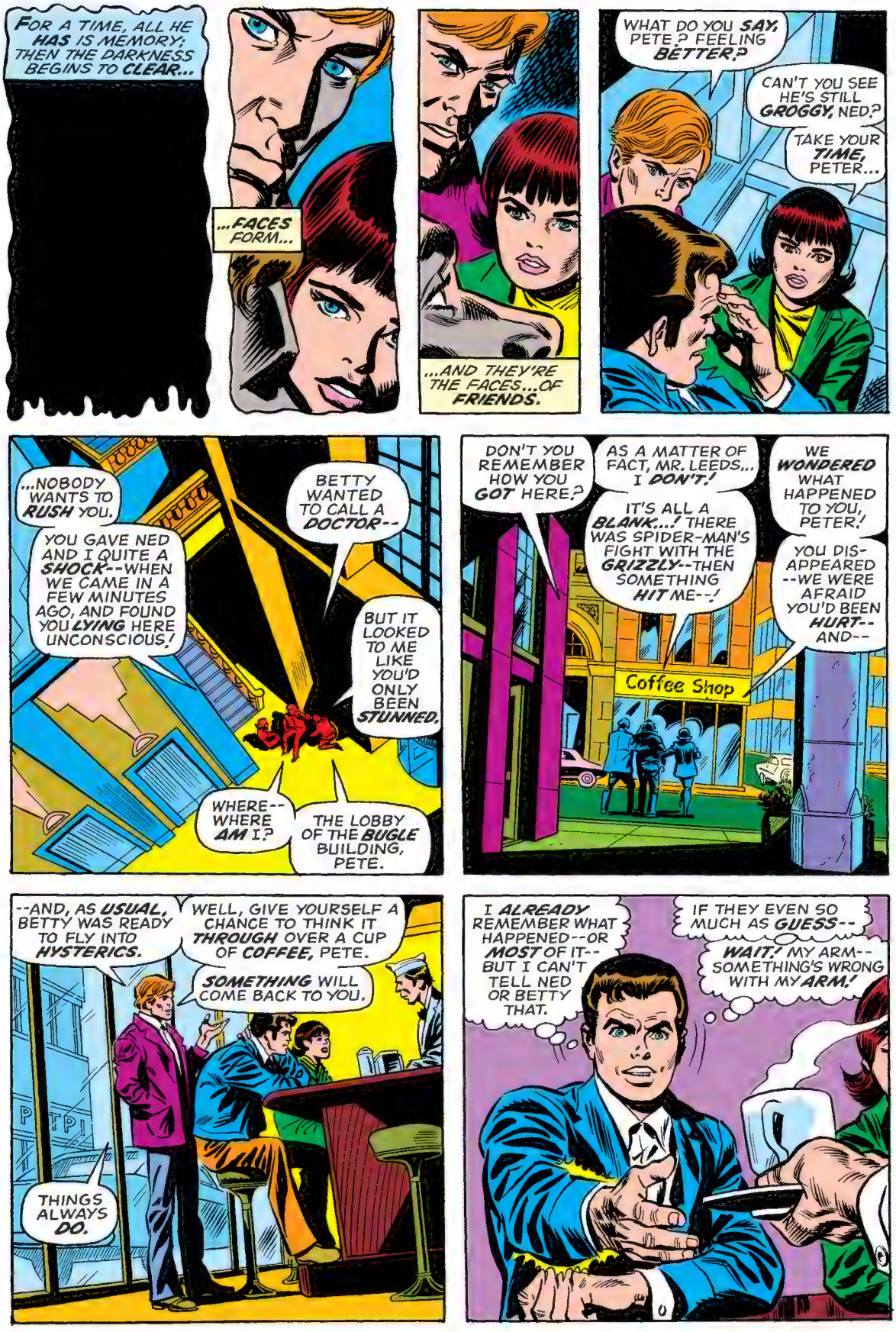
KNOCK HIM OUT, GRIZZLY.
IT'LL BE SIMPLER IF HE'S UNCON-SCIOUS--

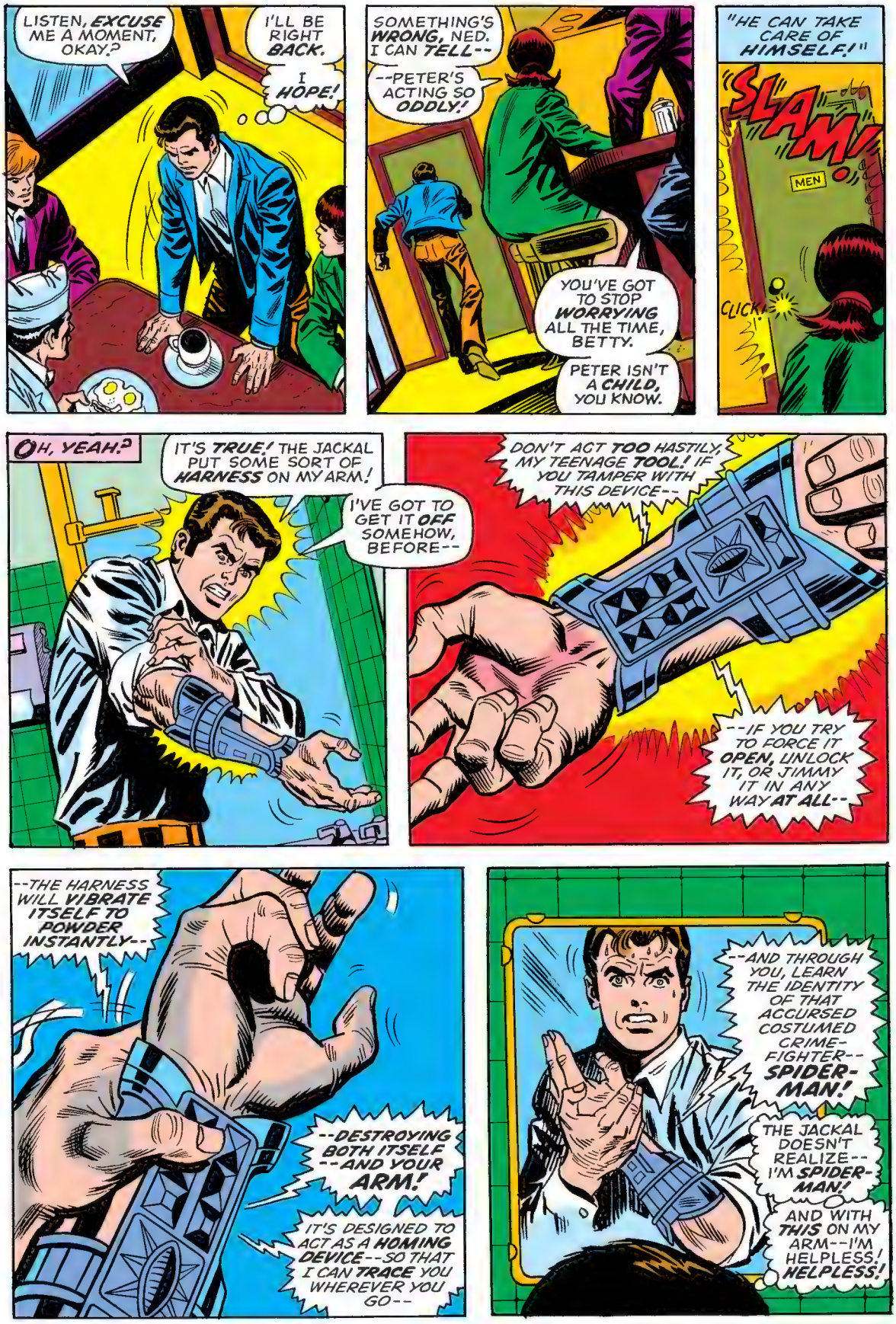
--WHEN WE PERFORM--
--THE OPERATION!
HEY, WAIT! YOU DON'T KNOW WHAT YOU'RE--
UNNNNNHH!


HE'S OUT, JACKAL. WHERE D'YA WANT HIM?
ON THE TABLE, MY NEANDERTHALIC COMRADE.
WHAT WE HAVE TO DO, WE MUST DO QUICKLY.
AND THEN-- PETER PARKER WILL BE OURS TO CONTROL, FOREVER!

SPEAKING OF PETER PARKER...
LET'S TAKE A LOOK INSIDE HIS UNCONSCIOUS MIND--

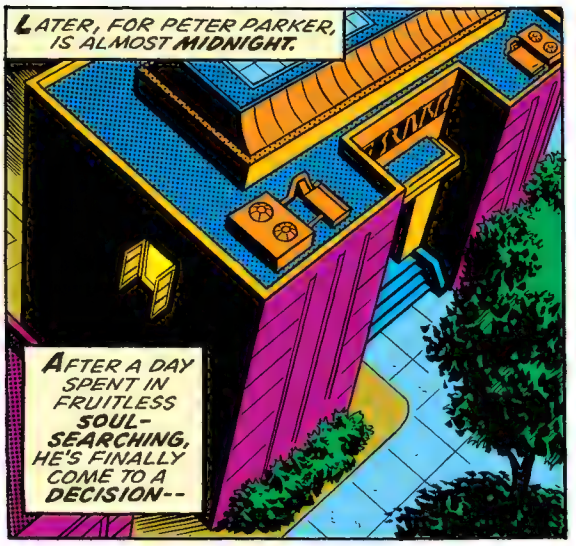
--WHERE HE REMEMBERS HOW THE NIGHTMARE BEGAN:
HE'D SPENT THE EARLY PART OF THE EVENING APARTMENT-HUNTING WITH LIZ ALLEN. THEY'D FOUND A PLACE ON THE LOWER WEST SIDE--
--AND HE'D GONE UP TO THE DAILY BUGLE TO TELL HIS FRIENDS--
WHAM!
--ONLY TO FIND HIMSELF IN THE MIDDLE OF A BATTLE WITH A MAN-BEAR NINE FEET TALL!
HE'D LET HIMSELF BE BEATEN, BECAUSE HE HAD TO MAKE SURE NO ONE ELSE WAS HURT--
--AND THEN HE'D FOLLOWED THE GRIZZLY DOWNTOWN, TO THIS TOWNHOUSE OFF WASHINGTON SQUARE--
--WHICH WAS WHEN HIS TROUBLES REALLY STARTED, WITH A SWIFT, SHARP BLOW TO HIS HEAD!


FOR A TIME, ALL HE HAS IS MEMORY; THEN THE DARKNESS BEGINS TO CLEAR...
...FACES FORM...
...AND THEY'RE THE FACES...OF FRIENDS.
WHAT DO YOU SAY, PETE? FEELING BETTER?
CAN'T YOU SEE HE'S STILL GROGGY, NED?
TAKE YOUR TIME, PETER...
...NOBODY WANTS TO RUSH YOU.
YOU GAVE NED AND I QUITE A SHOCK--WHEN WE CAME IN A FEW MINUTES AGO, AND FOUND YOU LYING HERE UNCONSCIOUS!
BETTY WANTED TO CALL A DOCTOR--
BUT IT LOOKED TO ME LIKE YOU'D ONLY BEEN STUNNED.
WHERE--WHERE AM I?
THE LOBBY OF THE BUGLE BUILDING, PETE.
DON'T YOU REMEMBER HOW YOU GOT HERE?
AS A MATTER OF FACT, MR. LEEDS... I DON'T!
IT'S ALL A BLANK...! THERE WAS SPIDER-MAN'S FIGHT WITH THE GRIZZLY--THEN SOMETHING HIT ME--!
WE WONDERED WHAT HAPPENED TO YOU, PETER!
YOU DIS-APPEARED --WE WERE AFRAID YOU'D BEEN HURT-- AND--
Coffee Shop
--AND, AS USUAL, BETTY WAS READY TO FLY INTO HYSTERICS.
WELL, GIVE YOURSELF A CHANCE TO THINK IT THROUGH OVER A CUP OF COFFEE, PETE.
SOMETHING WILL COME BACK TO YOU.
THINGS ALWAYS DO.
I ALREADY REMEMBER WHAT HAPPENED--OR MOST OF IT--BUT I CAN'T TELL NED OR BETTY THAT.
IF THEY EVEN SO MUCH AS GUESS--
WAIT! MY ARM--SOMETHING'S WRONG WITH MY ARM!


LISTEN, EXCUSE ME A MOMENT, OKAY?
I'LL BE RIGHT BACK.
I HOPE!
SOMETHING'S WRONG, NED. I CAN TELL--
--PETER'S ACTING SO ODDLY!
YOU'VE GOT TO STOP WORRYING ALL THE TIME, BETTY.
PETER ISN'T A CHILD, YOU KNOW.
"HE CAN TAKE CARE OF HIMSELF!"
SLAM!
MEN
CLICK!
OH, YEAH?
IT'S TRUE! THE JACKAL PUT SOME SORT OF HARNESS ON MY ARM!
I'VE GOT TO GET IT OFF SOMEHOW, BEFORE--
DON'T ACT TOO HASTILY, MY TEENAGE TOOL! IF YOU TAMPER WITH THIS DEVICE--
--IF YOU TRY TO FORCE IT OPEN, UNLOCK IT, OR JIMMY IT IN ANY WAY AT ALL--
--THE HARNESS WILL VIBRATE ITSELF TO POWDER INSTANTLY--
--DESTROYING BOTH ITSELF --AND YOUR ARM!
IT'S DESIGNED TO ACT AS A HOMING DEVICE--SO THAT I CAN TRACE YOU WHEREVER YOU GO--
--AND THROUGH YOU, LEARN THE IDENTITY OF THAT ACCURSED COSTUMED CRIME-FIGHTER-- SPIDER-MAN!
THE JACKAL DOESN'T REALIZE-- I'M SPIDER-MAN!
AND WITH THIS ON MY ARM--I'M HELPLESS! HELPLESS!

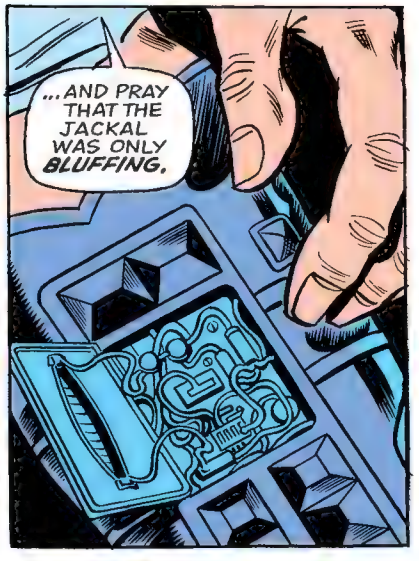
PRETTY GRIM, EH? WE THINK SO, TOO; SO LET'S TAKE ADVANTAGE OF THE MAGIC OF STORY-TELLING TO JUMP AHEAD A FEW HOURS, AND PICK UP OUR HERO AS HE ARRIVES AT HIS NEW APARTMENT... AND UNCEREMONI-OUSLY, MOVES IN...
I'LL GIVE YOU THIS, PARKER. YOU CERTAINLY DON'T GO IN FOR ANYTHING PRETENTIOUS.
DON'T YOU HAVE ANY FURNITURE HERE AT ALL?
I JUST FOUND THE PLACE YESTERDAY, FLASH.
AND AT THE SALARY JONAH JAMESON PAYS ME-- IT'S THE BEST I COULD DO.
WELL, I THINK THE PLACE IS DOWNRIGHT HOMEY.
AS THE MAN SAYS--IT AINT MUCH, BUT IT'S ALL WE GOT.
BY THE WAY-- MIND IF I COME IN?
DO IT. I GUESS WE'RE NEIGH-BORS, RIGHT?
WHAT DO YOU THINK, PARKER? THAT SHE'S THE AVON LADY?
SAY..THAT'S A PRETTY FINE CAMERA YOU'VE GOT THERE.
PROFESSION-ALLY. I'M A PHOTOGRAPHER FOR THE BUGLE.
YOU USE IT PROFESSIONALLY? OR IS IT JUST FOR SHOW?
OUT-OF-SITE! YOU'RE A PHOTOGRAPHER, AND I'M A MODEL. FATE HAS THROWN US TOGETHER, BABY.
MY NAME'S GLORIA GRANT.
YOU CAN CALL ME GLORY.
AND IN CASE YOU'RE WONDERING --I LIVE DOWN THE HALL.
GLORY, HUH? I'M PETER PARKER--
AND THIS REPROBATE BESIDE ME IS FLASH THOMPSON, A FRIEND OF MINE.
WE'RE ALL FRIENDS, PETER.
DROP IN AND WE'LL HAVE SOME TEA SOME-TIME, OKAY?
OKAY.
I TAKE IT BACK, PARKER.
THIS IS THE GREATEST APARTMENT I'VE EVER SEEN.

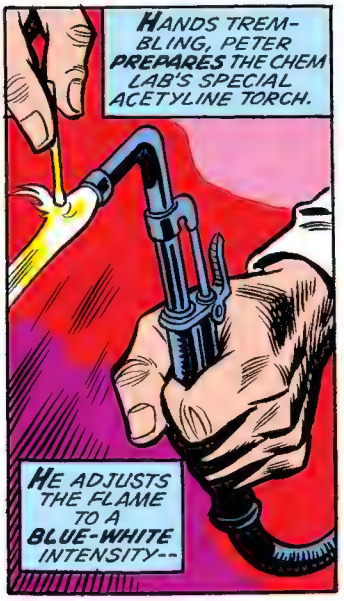
ALL I'VE GOT IN MY BUILDING ARE NICE OLD LADIES ON SOCIAL SECURITY. BUT YOU--
AH, IT MAKES ME SICK.
YOU WANT A LIFT UP TO THE CAMPUS?
THANKS, BUT NO THANKS, FLASH.
I'LL BE GOING UP BY MYSELF, LATER. RIGHT NOW--
--I'VE GOT SOME HEAVY THINKING TO DO.
SURE. CATCH YOU LATER.


LATER, FOR PETER PARKER, IS ALMOST MIDNIGHT.
AFTER A DAY SPENT IN FRUITLESS SOUL-SEARCHING, HE'S FINALLY COME TO A DECISION--

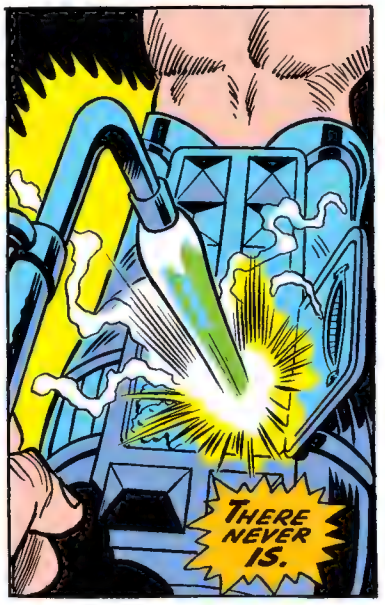
--AND, TO IMPLEMENT IT, HE'S HAD TO COME HERE--TO HIS COLLEGE CHEMISTRY LAB--
--WHERE HE'S ABOUT TO HAVE A RUN IN, HEAD ON, WITH DESTINY.

I DON'T REALLY HAVE A CHOICE. THE GRIZZLY IS TOO DANGEROUS TO LEAVE ALONE.
AND THE JACKAL--HE'S POSITIVELY PSYCHOTIC.
I MUST TAKE THE CHANCE...


...AND PRAY THAT THE JACKAL WAS ONLY BLUFFING.

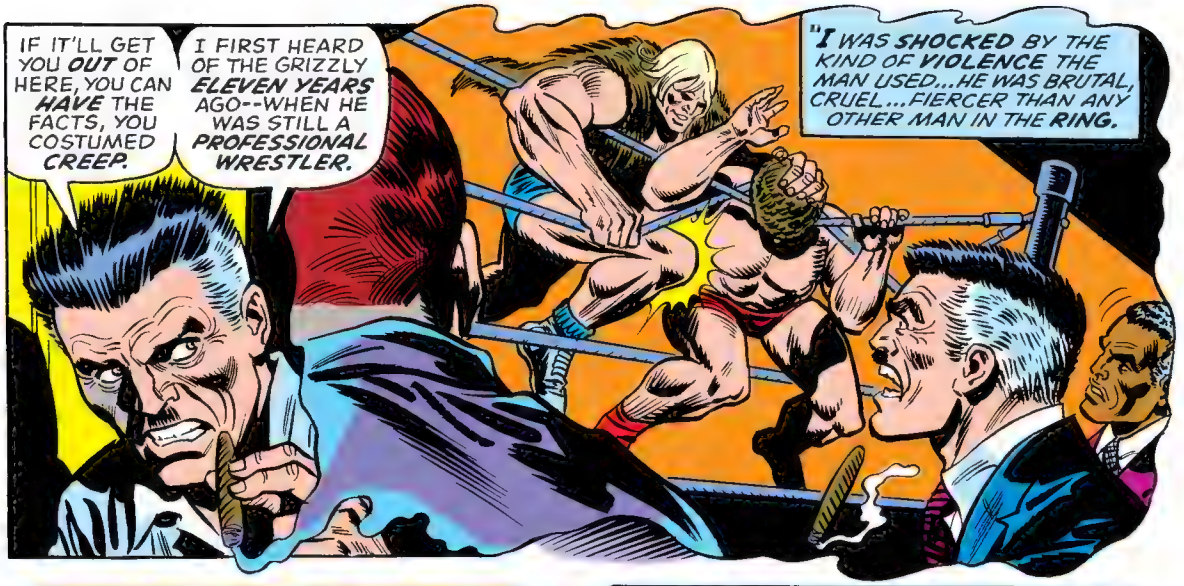

HANDS TREMBLING, PETER PREPARES THE CHEM LAB'S SPECIAL ACETYLINE TORCH.
HE ADJUSTS THE FLAME TO A BLUE-WHITE INTENSITY--

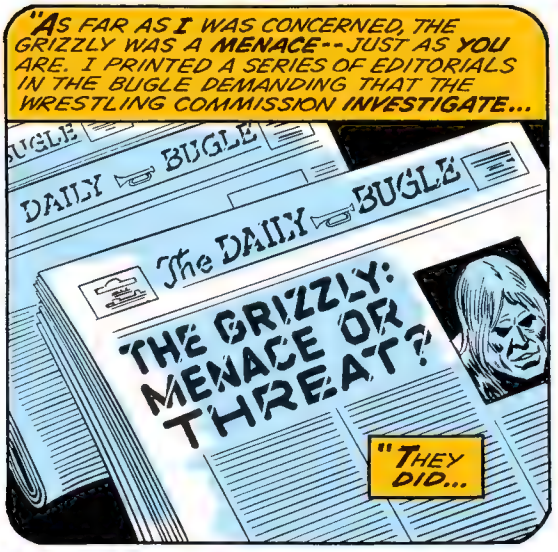
--AND TAKES A LONG, DEEP BREATH, WISHING THERE WERE SOME WAY HE COULD AVOID THIS MOMENT, AS HE'S WANTED TO AVOID SO MANY MOMENTS IN THE PAST--AND KNOWING, EVEN AS HE MAKES THE WISH--
--THERE'S NO WAY HE CAN AVOID IT!

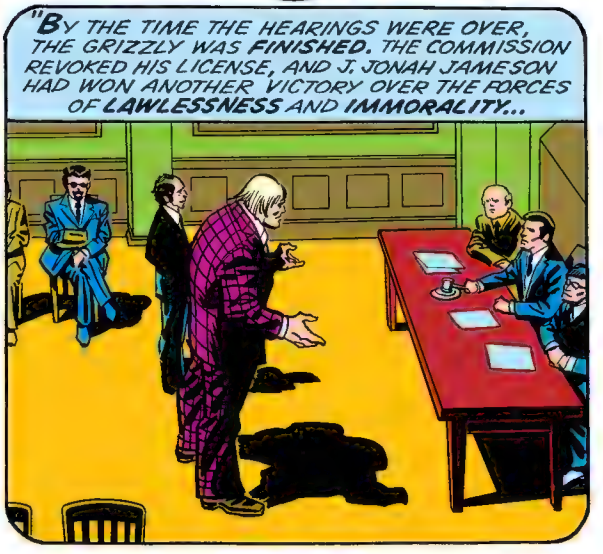

THERE NEVER IS.

SNIK
SPANG!
WHEW!
A SHORT WHILE LATER, SOMETHING SHINY AND CYLINDRICAL JOINS THE REFUSE CLUTTERING THE HUDSON RIVER...
...AND OUR FAVORITE WEB-SLINGING SPIDER-MAN HEAVES A LONG PENT-UP SIGH OF RELIEF!
E. BROZYNA
MAN, DOES IT FEEL GOOD TO BE BACK IN ACTION!
IF I NEVER GO THROUGH A DAY LIKE THAT AGAIN-- IT'LL BE TOO SOON!

DAILY BUGLE
WELL, WELL. BY THE LOOK OF THOSE LIGHTED WINDOWS--JONAH MUST STILL BE HANGING AROUND THE DAILY BUGLE.
AND THAT SUITS ME FINE.
I'VE GOT A FEW QUESTIONS FOR THE BUGLE'S CHEERY PUBLISHER--
--AND THE WAY I SEE IT, THERE'S NO TIME LIKE THE PRESENT TO ASK THEM--
AW, ISN'T THAT CUTE.
J. JONAH JAMESON GETTING HIS BEAUTY SLEEP--
--IT'S ENOUGH TO TURN A GROWN MAN'S STOMACH!
EEYOW!
SPIDER-MAN! WHAT DO YOU WANT, YOU MISERABLE MISCREANT?
IF YOU'RE PLANNING TO ROB ME, FORGET IT--I NEVER CARRY CASH!
TAKE IT EASY, J. J. J.
HERE--HAVE A CIGAR.
...A LIGHT...
THERE WE GO. ALL COMFY? GOOD.
NOW TELL ME WHAT YOU KNOW ABOUT THE GRIZZLY --BEFORE I PASTE YOU ONE ACROSS THAT DARLING NOSE!
LISTEN, YOU--
AS JACK WEBB USED TO SAY, "JUST THE FACTS, MISTER."

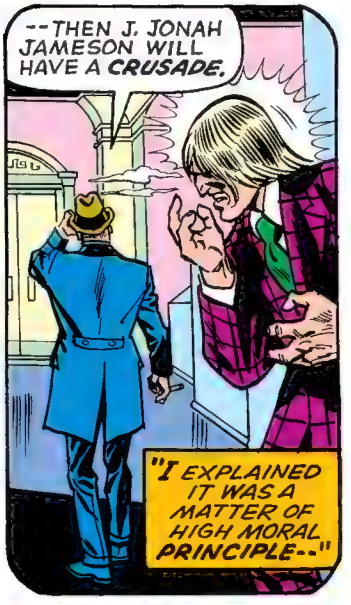

IF IT'LL GET YOU OUT OF HERE, YOU CAN HAVE THE FACTS, YOU COSTUMED CREEP.
I FIRST HEARD OF THE GRIZZLY ELEVEN YEARS AGO--WHEN HE WAS STILL A PROFESSIONAL WRESTLER.
"I WAS SHOCKED BY THE KIND OF VIOLENCE THE MAN USED...HE WAS BRUTAL, CRUEL...FIERCER THAN ANY OTHER MAN IN THE RING.

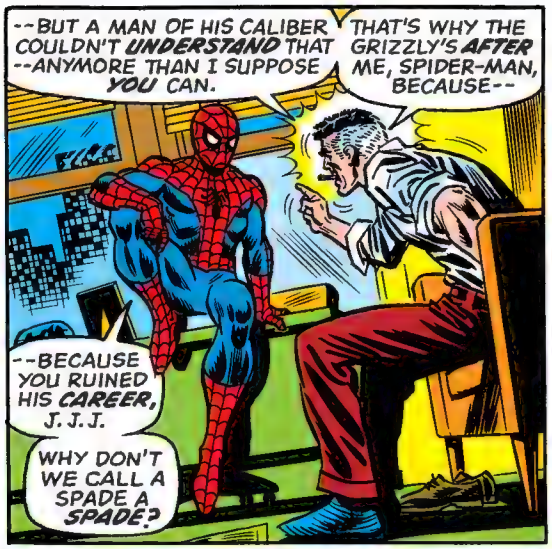

"AS FAR AS I WAS CONCERNED, THE GRIZZLY WAS A MENACE--JUST AS YOU ARE. I PRINTED A SERIES OF EDITORIALS IN THE BUGLE DEMANDING THAT THE WRESTLING COMMISSION INVESTIGATE...
DAILY BUGLE
The DAILY BUGLE
THE GRIZZLY: MENACE OR THREAT?
"THEY DID...


"BY THE TIME THE HEARINGS WERE OVER, THE GRIZZLY WAS FINISHED. THE COMMISSION REVOKED HIS LICENSE, AND J. JONAH JAMESON HAD WON ANOTHER VICTORY OVER THE FORCES OF LAWLESSNESS AND IMMORALITY...

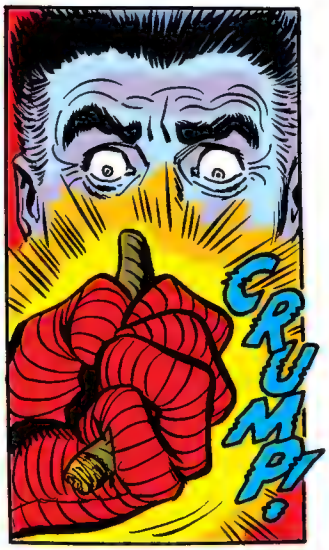
"OF COURSE, THE GRIZZLY--A BUFFOON NAMED MAXWELL MARKHAM--DIDN'T QUITE SEE IT THAT WAY...
YOU DIDN'T HAVE TO DO THAT.
IT WASN'T YOUR BUSINESS, JAMESON--

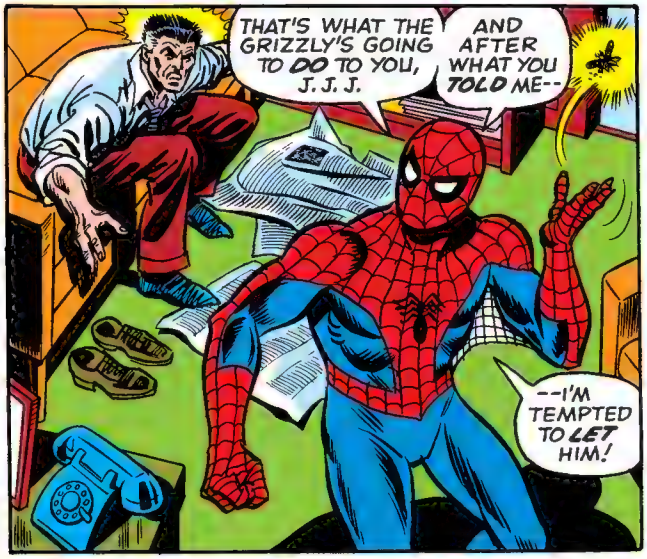
BOY, MY BUSINESS IS SELLING NEWSPAPERS.
IF A CRUSADE WILL SELL A NEWSPAPER--


--THEN J. JONAH JAMESON WILL HAVE A CRUSADE.
"I EXPLAINED IT WAS A MATTER OF HIGH MORAL PRINCIPLE--"


--BUT A MAN OF HIS CALIBER COULDN'T UNDERSTAND THAT --ANYMORE THAN I SUPPOSE YOU CAN.
THAT'S WHY THE GRIZZLY'S AFTER ME, SPIDER-MAN, BECAUSE--
--BECAUSE YOU RUINED HIS CAREER, J. J. J.
WHY DON'T WE CALL A SPADE A SPADE?

LISTEN, PUNK, DON'T YOU GET FRIVOLOUS WITH ME. I--
HEY--!

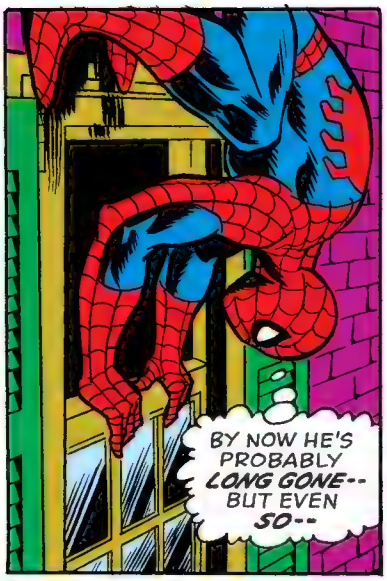

CRUMP!

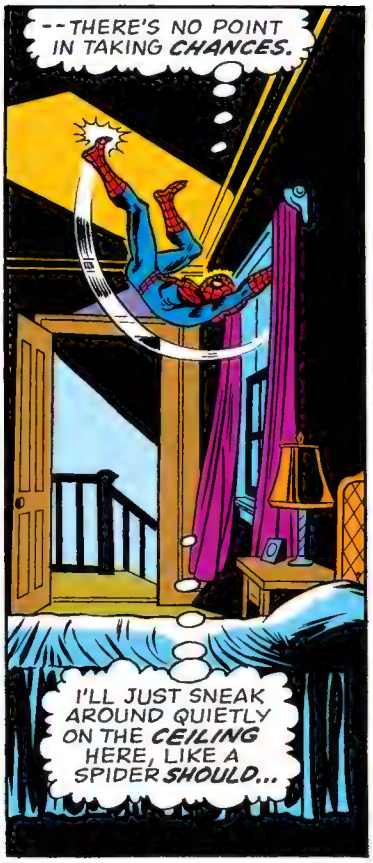

THAT'S WHAT THE GRIZZLY'S GOING TO DO TO YOU, J. J. J.
AND AFTER WHAT YOU TOLD ME--
--I'M TEMPTED TO LET HIM!

YOU CAN'T TALK TO ME LIKE THAT, YOU-YOU-YOU--!
WHOOSH!

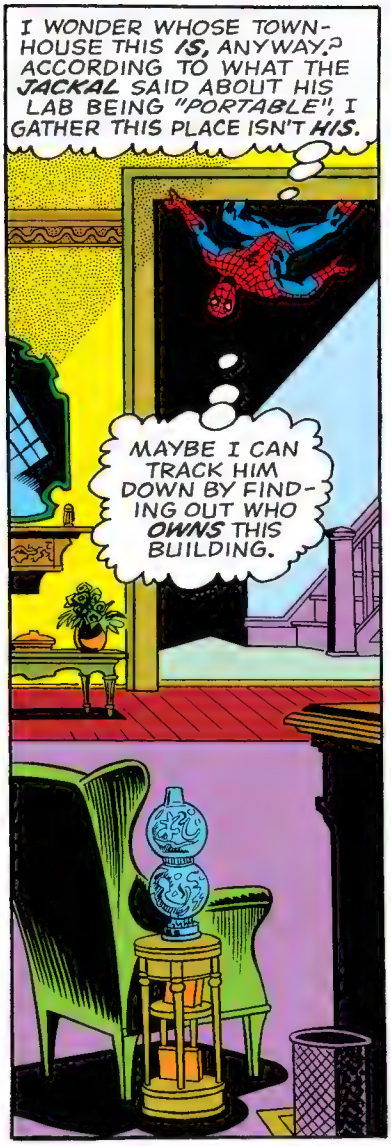
MY SHOE.
WHY DID I THROW MY SHOE?
THAT'S A FIFTY-DOLLAR PAIR OF SHOES!
I'LL GET YOU FOR THAT, SPIDER-MAN! I'LL--

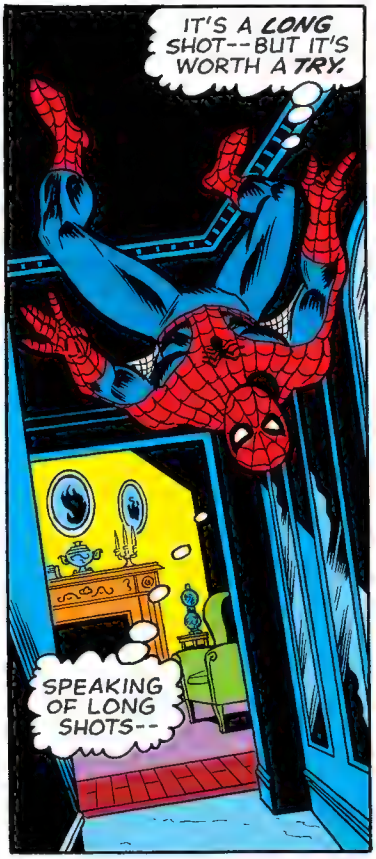
ENOUGH, ALREADY. WE'LL LEAVE JONAH TO HIS TIRADE AND FOLLOW OUR WEB-SLINGER DOWNTOWN, TO A BLOCK OF NINETEENTH CENTURY TOWNHOUSES, WHERE...
THAT'S THE JACKAL'S HIDEOUT-- OR WAS, AT ANY RATE--!

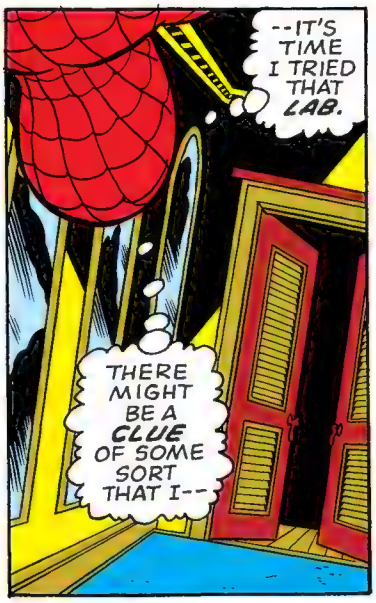

BY NOW HE'S PROBABLY LONG GONE-- BUT EVEN SO--

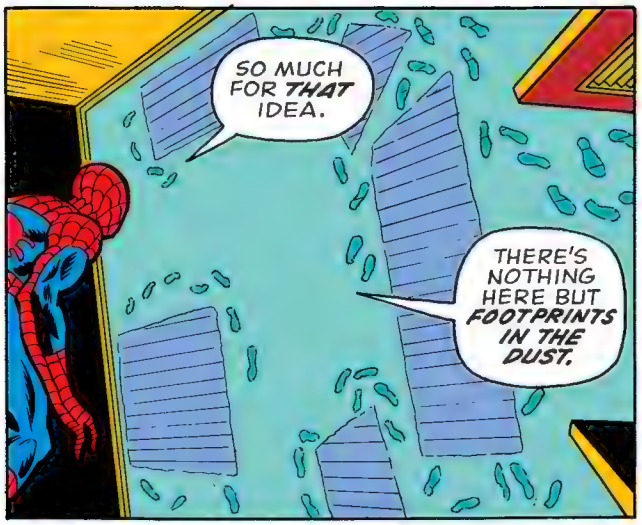

--THERE'S NO POINT IN TAKING CHANCES.
I'LL JUST SNEAK AROUND QUIETLY ON THE CEILING HERE, LIKE A SPIDER SHOULD...

NO SIGN OF HIM OR THE GRIZZLY.
I GUESS THEY HAVE FLOWN THE COOP, AFTER ALL...

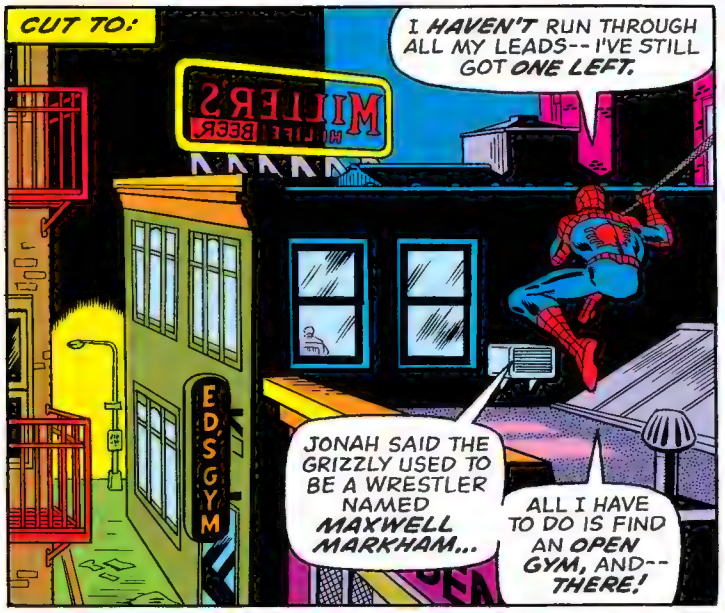

I WONDER WHOSE TOWN-HOUSE THIS IS, ANYWAY? ACCORDING TO WHAT THE JACKAL SAID ABOUT HIS LAB BEING "PORTABLE", I GATHER THIS PLACE ISN'T HIS.
MAYBE I CAN TRACK HIM DOWN BY FIND-ING OUT WHO OWNS THIS BUILDING.

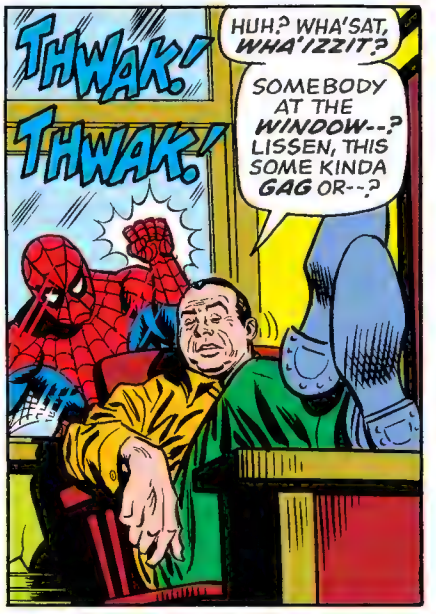

IT'S A LONG SHOT--BUT IT'S WORTH A TRY.
SPEAKING OF LONG SHOTS--

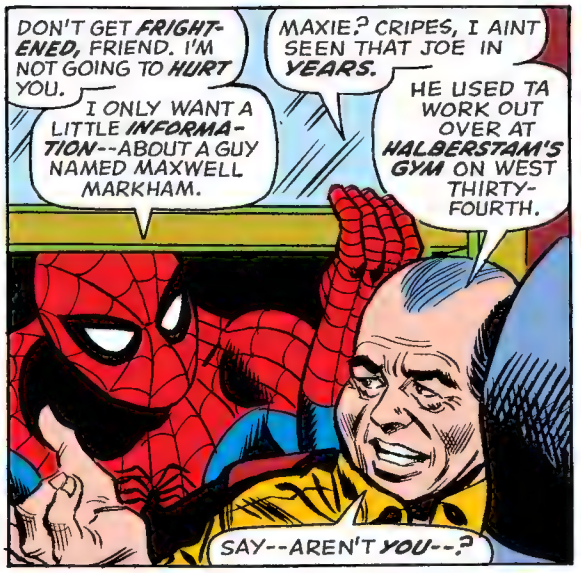

--IT'S TIME I TRIED THAT LAB.
THERE MIGHT BE A CLUE OF SOME SORT THAT I--


SO MUCH FOR *THAT* IDEA.
THERE'S NOTHING HERE BUT *FOOTPRINTS IN THE DUST.*

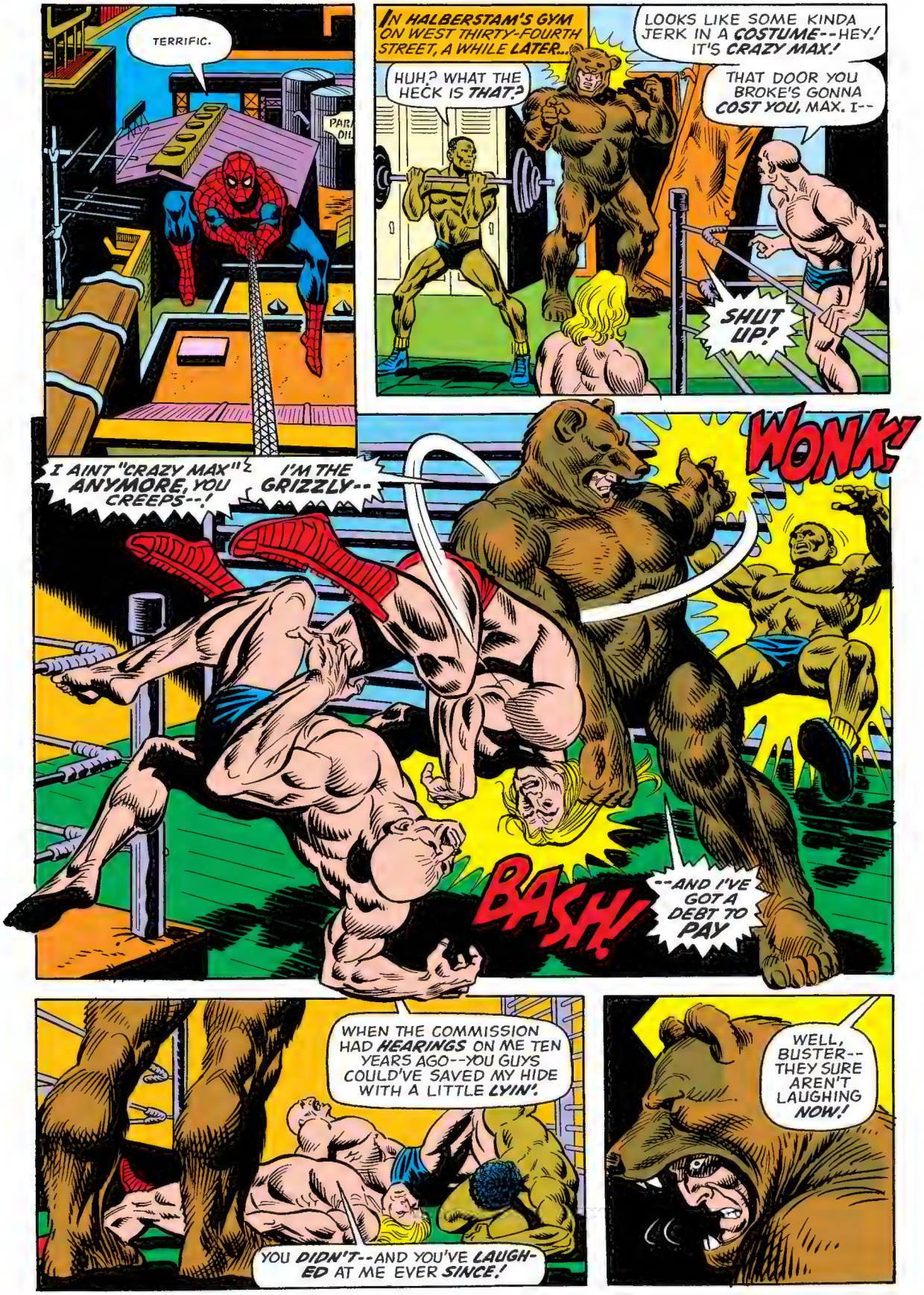
OKAY, BRIGHT BOY... WHAT *NOW?*
I'VE RUN THROUGH JUST ABOUT ALL MY *LEADS--*
--WAITA-MINNIT!


CUT TO:
I *HAVEN'T* RUN THROUGH ALL MY LEADS-- I'VE STILL GOT *ONE LEFT.*
MILLER'S
ED'S GYM
JONAH SAID THE GRIZZLY USED TO BE A WRESTLER NAMED *MAXWELL MARKHAM...*
ALL I HAVE TO DO IS FIND AN *OPEN GYM,* AND-- *THERE!*


THWAK!
THWAK!
HUH? WHA'SAT, *WHA'IZZIT?*
SOMEBODY AT THE *WINDOW--?* LISSEN, THIS SOME KINDA *GAG* OR--?

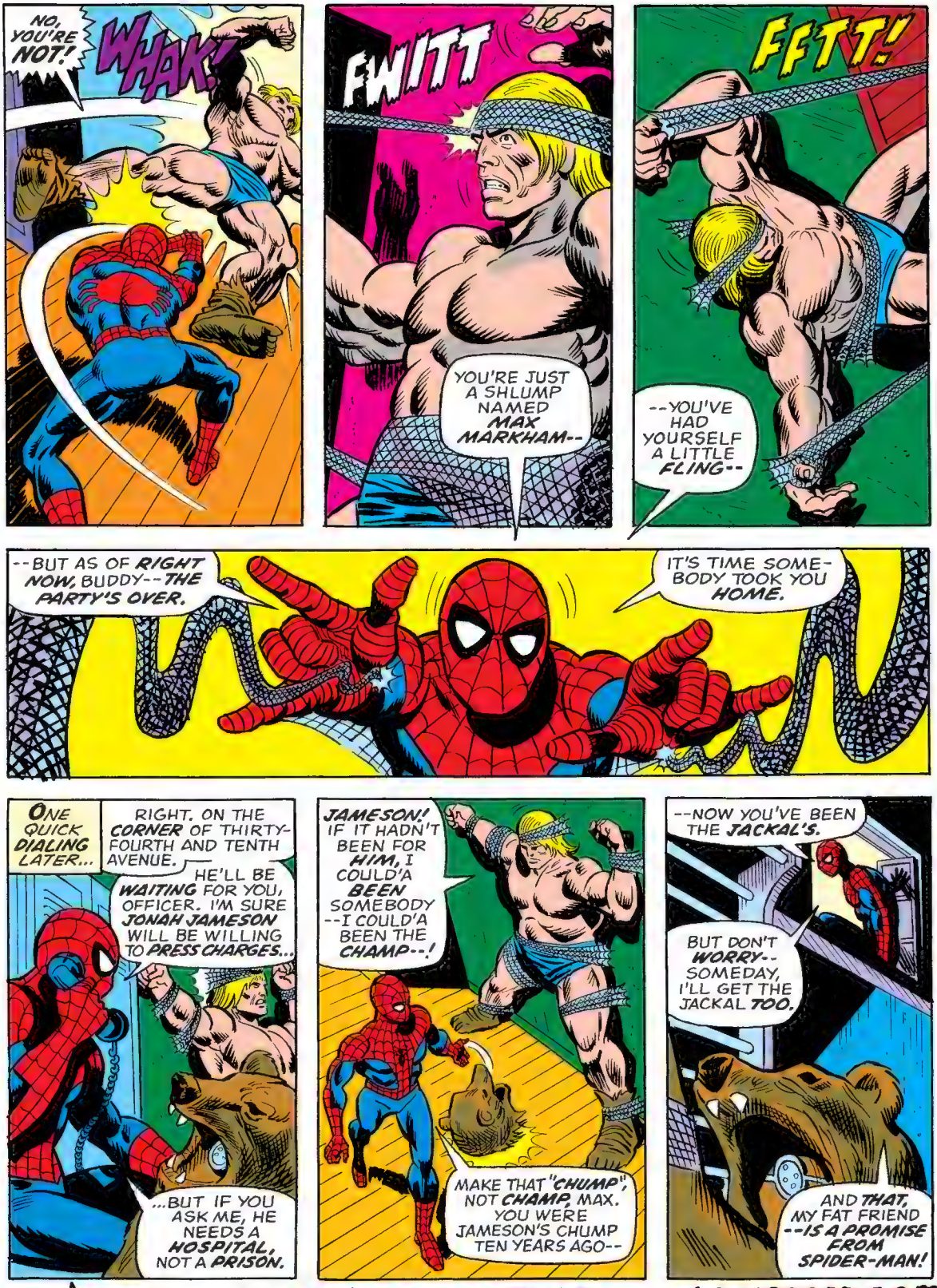

DON'T GET *FRIGHTENED,* FRIEND. I'M NOT GOING TO *HURT* YOU.
I ONLY WANT A LITTLE *INFORMATION*--ABOUT A GUY NAMED MAXWELL MARKHAM.
MAXIE? CRIPES, I AINT SEEN THAT JOE IN *YEARS.*
HE USED TA WORK OUT OVER AT *HALBERSTAM'S GYM* ON WEST THIRTY-FOURTH.
SAY--AREN'T *YOU--?*

YOU *GOT* IT, MISTER.
I'M YOUR FRIENDLY NEIGHBORHOOD *SPIDER-MAN!*
SPIDER-MAN?
CRIPES! I THOUGHT YOU WUZ THE *MASKED MARVEL!*


TERRIFIC.
IN HALBERSTAM'S GYM ON WEST THIRTY-FOURTH STREET, A WHILE LATER...
HUH? WHAT THE HECK IS THAT?
LOOKS LIKE SOME KINDA JERK IN A COSTUME--HEY! IT'S CRAZY MAX!
THAT DOOR YOU BROKE'S GONNA COST YOU, MAX. I--
SHUT UP!
I AINT "CRAZY MAX" ANYMORE, YOU CREEPS--!
I'M THE GRIZZLY--
WONK!
BASH!
--AND I'VE GOT A DEBT TO PAY
WHEN THE COMMISSION HAD HEARINGS ON ME TEN YEARS AGO--YOU GUYS COULD'VE SAVED MY HIDE WITH A LITTLE LYIN'.
YOU DIDN'T--AND YOU'VE LAUGHED AT ME EVER SINCE!
WELL, BUSTER--THEY SURE AREN'T LAUGHING NOW!

SPIDER-MAN, HUH? I'M GLAD TO SEE YOU, PUNK.
IT'S TIME WE FINISHED WHAT WE STARTED*... ONCE AND FOR ALL!
*LAST ISH. --ROY.
I'M ALL FOR IT, CHUCKLES--
RRRR
BUT ARE YOU SURE YOU HAVEN'T BITTEN OFF MORE THAN YOU CAN CHEW?
RRIP!
MY OUTFIT! THE JACKAL BUILT IT FOR ME REAL SPECIAL--
--AND YOU'RE TEARIN' IT APART!
SKRASH!
THAT'S THE IDEA, GRIZZLY. WHEN JAMESON TOLD ME YOU WERE ONLY A WRESTLER ONCE--
--I KNEW IMMEDIATELY THAT YOU HAD TO HAVE SOME SORT OF POWER-BOOSTING EXO-SKELETON UNDER THAT COSTUME--!
OTHERWISE, YOU COULDN'T HAVE THROWN ME AS YOU DID--
RRASH!
--AND THAT MEANS, FRIEND--

--THIS OUTFIT OF YOURS--
FWIT
RIP!
--OFF!
--IS COMING--
TEAR
FWIT!
WHO CARES ABOUT A CRUMMY COSTUME? I CAN BEAT YOU BARE-HANDED!
I'M THE GRIZZLY--
SORRY, PAL. YOU'RE NOT EVEN THAT ANYMORE.
CLATTER
"YOU'RE JUST A FLABBY HAS-BEEN...
"...WHO'S BORNE A GRUDGE SO LONG..."
...HE DOESN'T KNOW THE REAL WORLD FROM THE FALSE!
I'M THE GRIZZLY, BLAST IT--!


NO, YOU'RE NOT!
WHAK!
FWITT
YOU'RE JUST A SHLUMP NAMED MAX MARKHAM--
FFTT!
--YOU'VE HAD YOURSELF A LITTLE FLING--
--BUT AS OF RIGHT NOW, BUDDY--THE PARTY'S OVER.
IT'S TIME SOMEBODY TOOK YOU HOME.
ONE QUICK DIALING LATER...
RIGHT. ON THE CORNER OF THIRTY-FOURTH AND TENTH AVENUE.
HE'LL BE WAITING FOR YOU, OFFICER. I'M SURE JONAH JAMESON WILL BE WILLING TO PRESS CHARGES...
...BUT IF YOU ASK ME, HE NEEDS A HOSPITAL, NOT A PRISON.
JAMESON! IF IT HADN'T BEEN FOR HIM, I COULD'A BEEN SOMEBODY --I COULD'A BEEN THE CHAMP--!
MAKE THAT "CHUMP", NOT CHAMP, MAX. YOU WERE JAMESON'S CHUMP TEN YEARS AGO--
--NOW YOU'VE BEEN THE JACKAL'S.
BUT DON'T WORRY-- SOMEDAY, I'LL GET THE JACKAL TOO.
AND THAT, MY FAT FRIEND --IS A PROMISE FROM SPIDER-MAN!

NEXT ISSUE: THE SPIDER-MOBILE! AN OLD VILLAIN! PETER ON CAMPUS! A SECRET REVEALED! ALL YOURS IN...

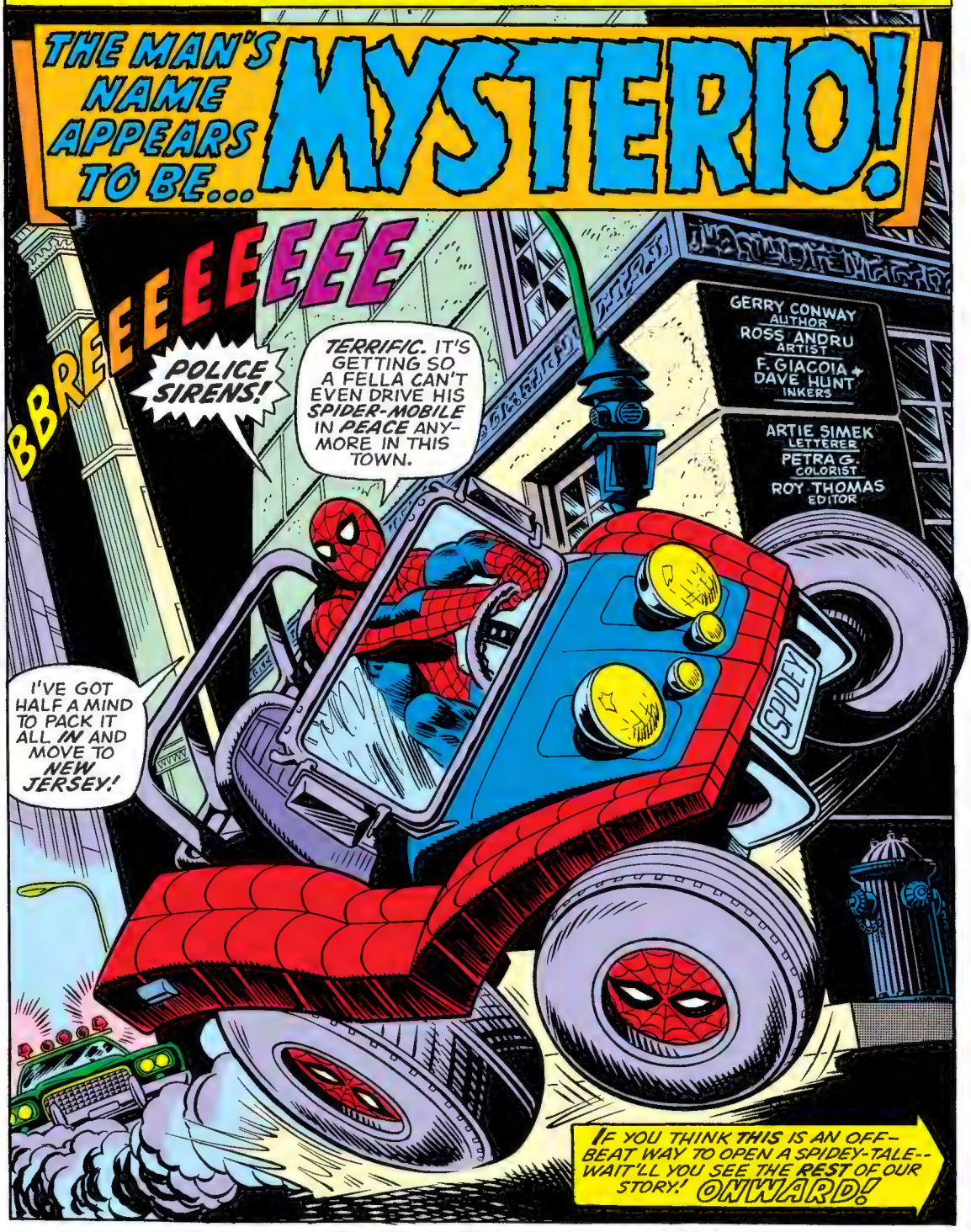
MY NAME IS.... MYSTERIO!

ANOTHER MONUMENT FROM THE MARVEL MASTERPIECE-MAKERS!

SPIDER MAN
MARVEL COMICS GROUP™
APPROVED BY THE COMICS CODE AUTHORITY
25¢
141
FEB
02457
the AMAZING SPIDER-MAN®
ADMIT IT, WEB-HEAD--YOU'RE FINISHED!
EVEN YOU CAN'T SURVIVE AN ATTACK BY ALL OF US!
ROMITA
MYSTERIO IS BACK... AND THIS TIME HE'S NOT ALONE!

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™


THE MAN'S NAME APPEARS TO BE... MYSTERIO!
BBREEEEEEEE
POLICE SIRENS!
TERRIFIC. IT'S GETTING SO A FELLA CAN'T EVEN DRIVE HIS SPIDER-MOBILE IN PEACE ANYMORE IN THIS TOWN.
I'VE GOT HALF A MIND TO PACK IT ALL IN AND MOVE TO NEW JERSEY!
GERRY CONWAY AUTHOR
ROSS ANDRU ARTIST
F. GIACOIA + DAVE HUNT INKERS
ARTIE SIMEK LETTERER
PETRA G. COLORIST
ROY THOMAS EDITOR
SPIDEY
IF YOU THINK THIS IS AN OFF-BEAT WAY TO OPEN A SPIDEY-TALE--WAIT'LL YOU SEE THE REST OF OUR STORY! ONWARD!

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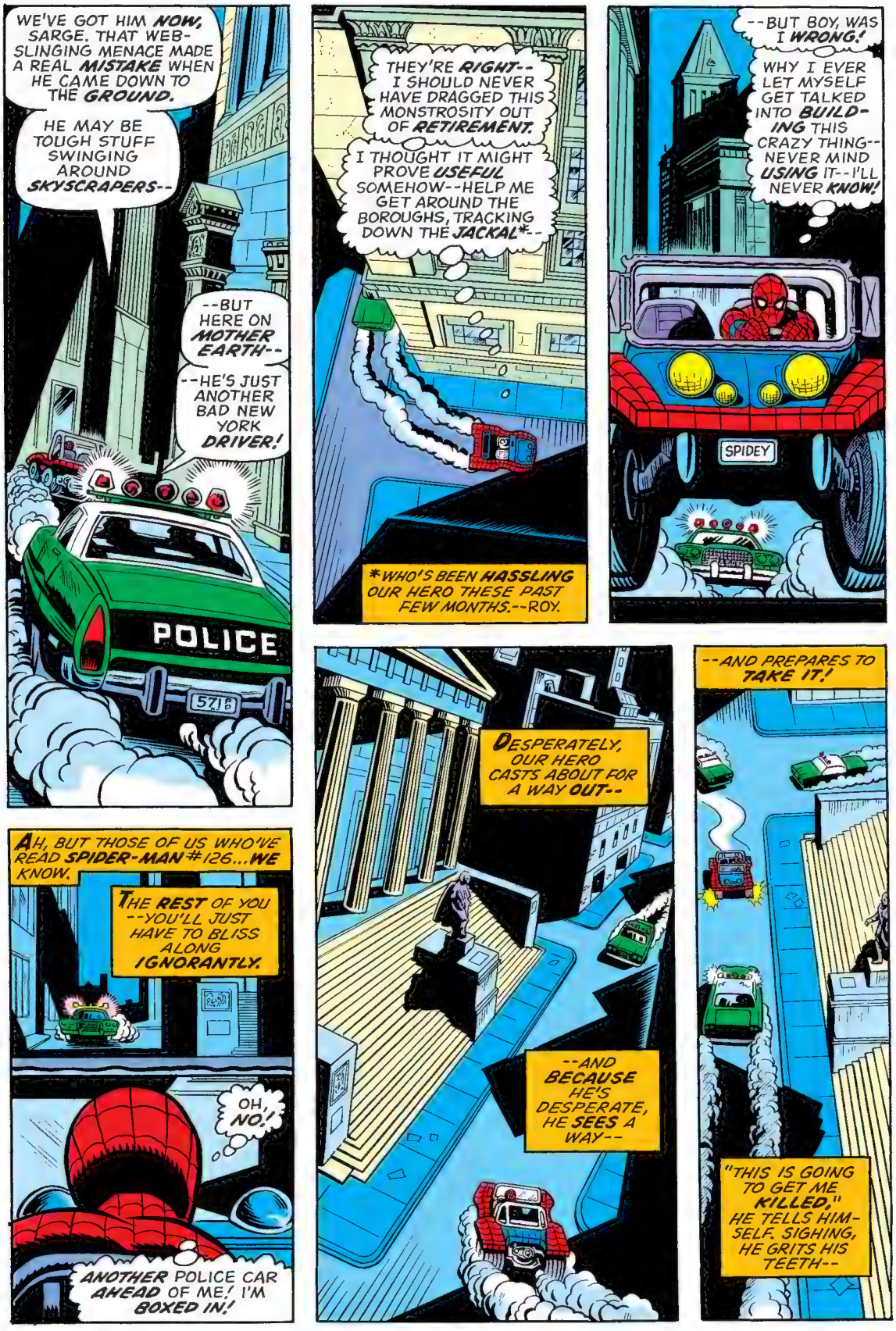
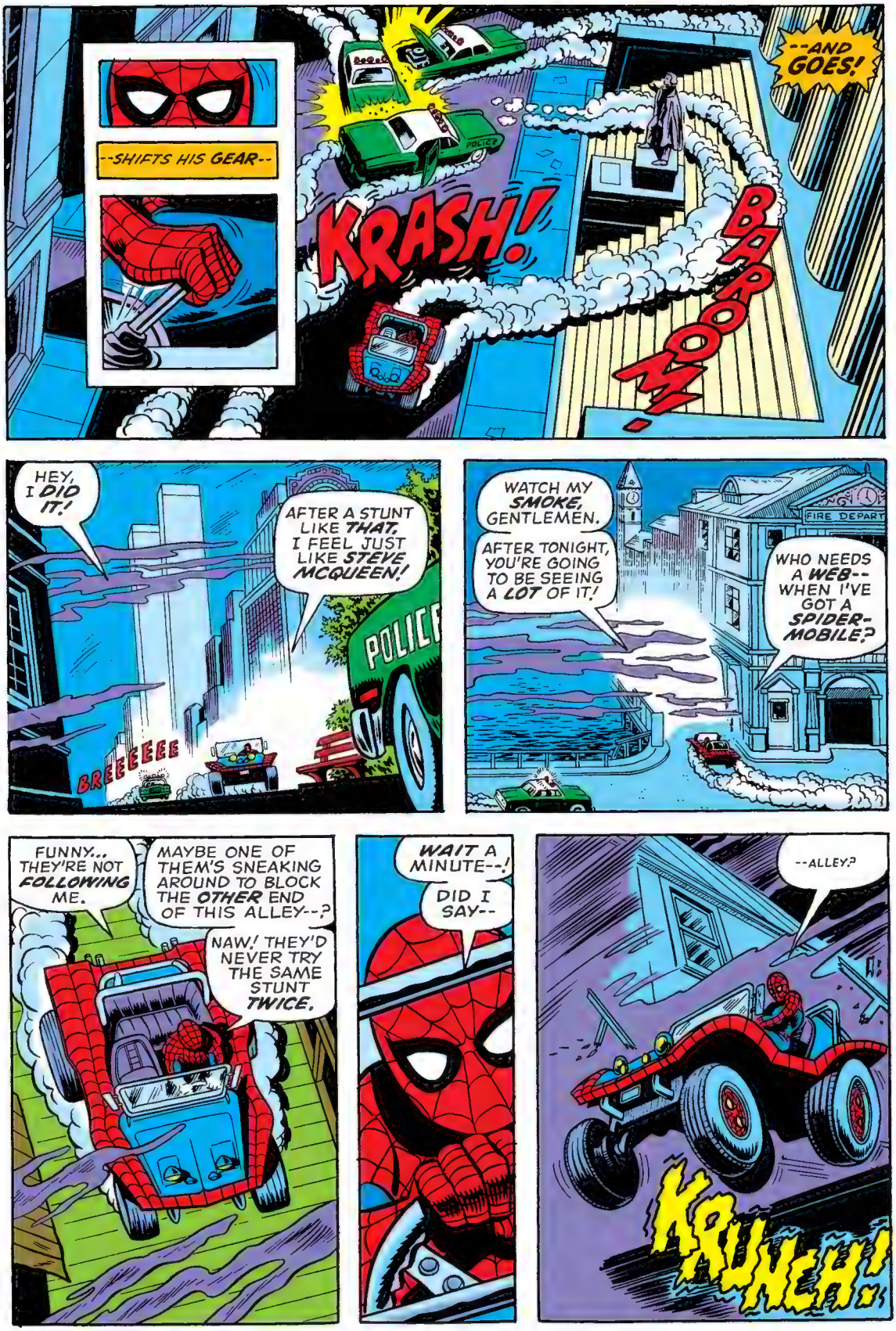

WE'VE GOT HIM NOW, SARGE. THAT WEB-SLINGING MENACE MADE A REAL MISTAKE WHEN HE CAME DOWN TO THE GROUND.
HE MAY BE TOUGH STUFF SWINGING AROUND SKYSCRAPERS--
--BUT HERE ON MOTHER EARTH--
--HE'S JUST ANOTHER BAD NEW YORK DRIVER!
POLICE
571B
THEY'RE RIGHT-- I SHOULD NEVER HAVE DRAGGED THIS MONSTROSITY OUT OF RETIREMENT.
I THOUGHT IT MIGHT PROVE USEFUL SOMEHOW--HELP ME GET AROUND THE BOROUGHS, TRACKING DOWN THE JACKAL*--
*WHO'S BEEN HASSLING OUR HERO THESE PAST FEW MONTHS.--ROY.
--BUT BOY, WAS I WRONG!
WHY I EVER LET MYSELF GET TALKED INTO BUILDING THIS CRAZY THING-- NEVER MIND USING IT--I'LL NEVER KNOW!
SPIDEY
AH, BUT THOSE OF US WHO'VE READ SPIDER-MAN #126...WE KNOW.
THE REST OF YOU --YOU'LL JUST HAVE TO BLISS ALONG IGNORANTLY.
OH, NO!
ANOTHER POLICE CAR AHEAD OF ME! I'M BOXED IN!
DESPERATELY, OUR HERO CASTS ABOUT FOR A WAY OUT--
--AND BECAUSE HE'S DESPERATE, HE SEES A WAY--
--AND PREPARES TO TAKE IT!
"THIS IS GOING TO GET ME KILLED," HE TELLS HIMSELF. SIGHING, HE GRITS HIS TEETH--


--SHIFTS HIS GEAR--
KRASH!
BAROOM!
--AND GOES!
HEY, I DID IT!
AFTER A STUNT LIKE THAT, I FEEL JUST LIKE STEVE MCQUEEN!
POLICE
BREEEEEE
WATCH MY SMOKE, GENTLEMEN.
AFTER TONIGHT, YOU'RE GOING TO BE SEEING A LOT OF IT!
WHO NEEDS A WEB-- WHEN I'VE GOT A SPIDER-MOBILE?
FIRE DEPART
FUNNY... THEY'RE NOT FOLLOWING ME.
MAYBE ONE OF THEM'S SNEAKING AROUND TO BLOCK THE OTHER END OF THIS ALLEY--?
NAW! THEY'D NEVER TRY THE SAME STUNT TWICE.
WAIT A MINUTE--!
DID I SAY--
--ALLEY?
KRUNCH!

YEEEOW!
SPLASH
I DON'T BELIEVE I DID THAT.
THERE WAS AN ALLEY HERE-- I COULD HAVE SWORN IT.
AT LEAST--I THINK THERE WAS AN ALLEY...
BUT HOW DO YOU MAKE AN ALLEY DISAPPEAR? FACE IT, SPIDEY... IT WASN'T THERE IN THE FIRST PLACE!
AND THAT MEANS YOU'RE--
UH-OH-- FOOTSTEPS.
I DON'T BELIEVE HE DID THAT.
HE WENT RIGHT OFF THE END OF THIS PIER--
--DOING NINETY, AT LEAST!
WHAT'S YOUR WORRY, CARTWRIGHT? ME, I SAY "GOOD RIDDANCE."
IT'S JUST ONE LESS CROOK TO WORRY ABOUT--

--SO LET THE HARBOR PATROL HANDLE IT-- TOMORROW.
TERRIFIC.

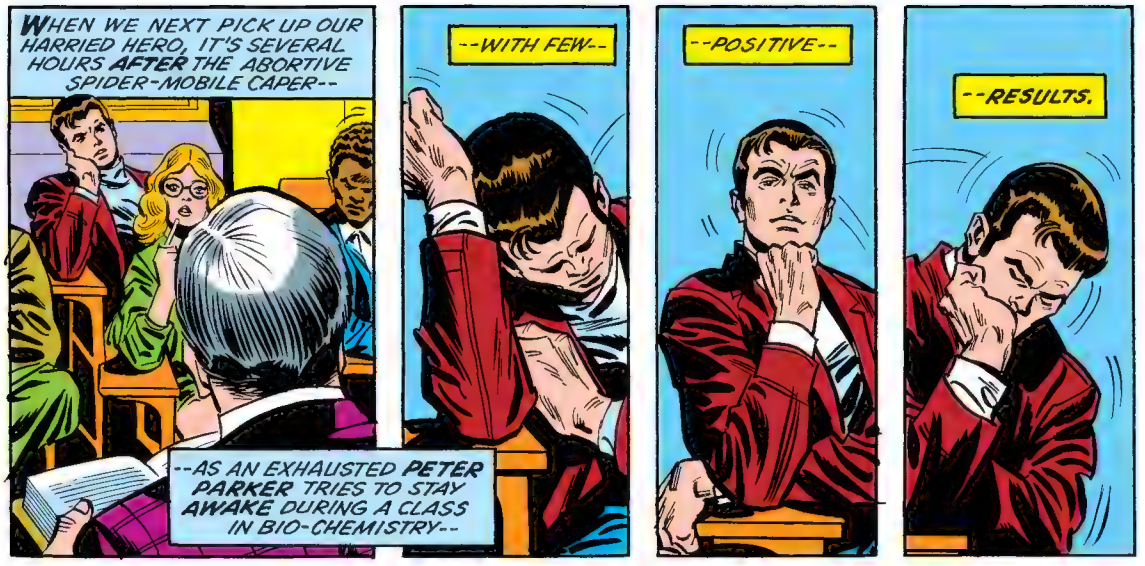
I'M SO POPULAR THESE DAYS, THE COPS DON'T EVEN WANT TO DREDGE FOR MY BODY.
IF I WEREN'T ALREADY ONE OF THE MOST DEPRESSED PEOPLE ALIVE--
--THAT'D BE ENOUGH TO MAKE ME WANT TO SLIT MY THROAT.

STILL--I WISH I KNEW WHAT HAPPENED HERE.
I COULDN'T HAVE IMAGINED AN ALLEY, COULD I?
AND IF I DID--
--DOES THAT MEAN I'M CRACKING UP?

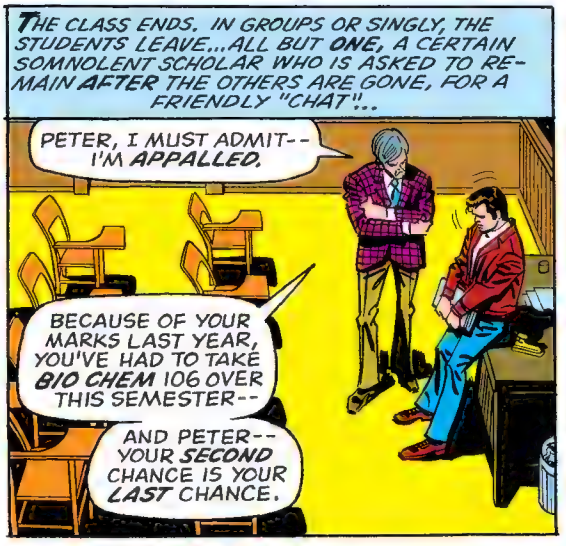
WELL, I WON'T GET ANYWHERE BROODING ABOUT IT.
I'D BETTER GO HOME AND--

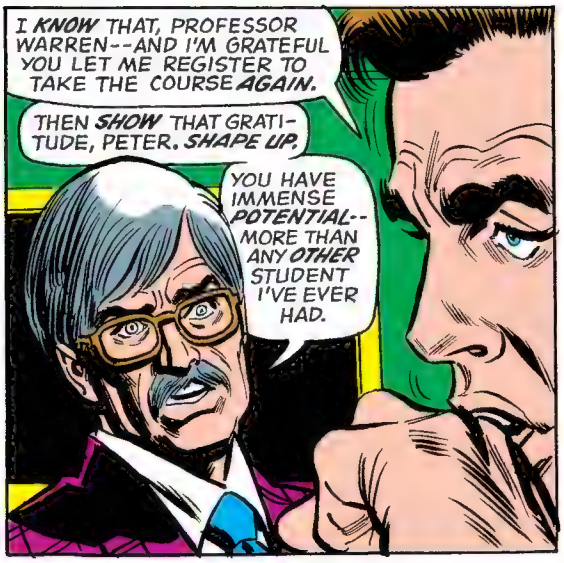
FOIT!
SWELL. WONDERFUL.
MY WEB-SHOOTER'S WATER-LOGGED.

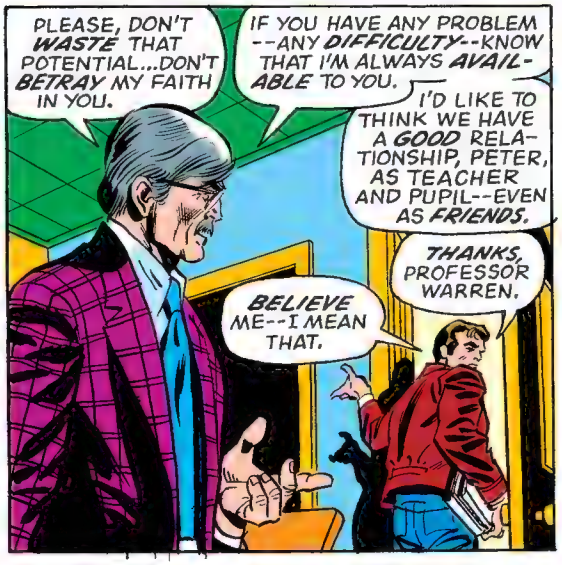
SOME DAYS IT JUST DOESN'T PAY TO SPIN YOUR FIRST WEB...


WHEN WE NEXT PICK UP OUR HARRIED HERO, IT'S SEVERAL HOURS AFTER THE ABORTIVE SPIDER-MOBILE CAPER--
--AS AN EXHAUSTED PETER PARKER TRIES TO STAY AWAKE DURING A CLASS IN BIO-CHEMISTRY--
--WITH FEW--
--POSITIVE--
--RESULTS.

MISTER PARKER--THIS IS A LECTURE HALL, NOT A REST CAMP.
MAY I SUGGEST THAT IN THE FUTURE--YOU DO YOUR SLEEPING AT HOME?
WHA--? HUH? OH! SORRY, PROFESSOR....!

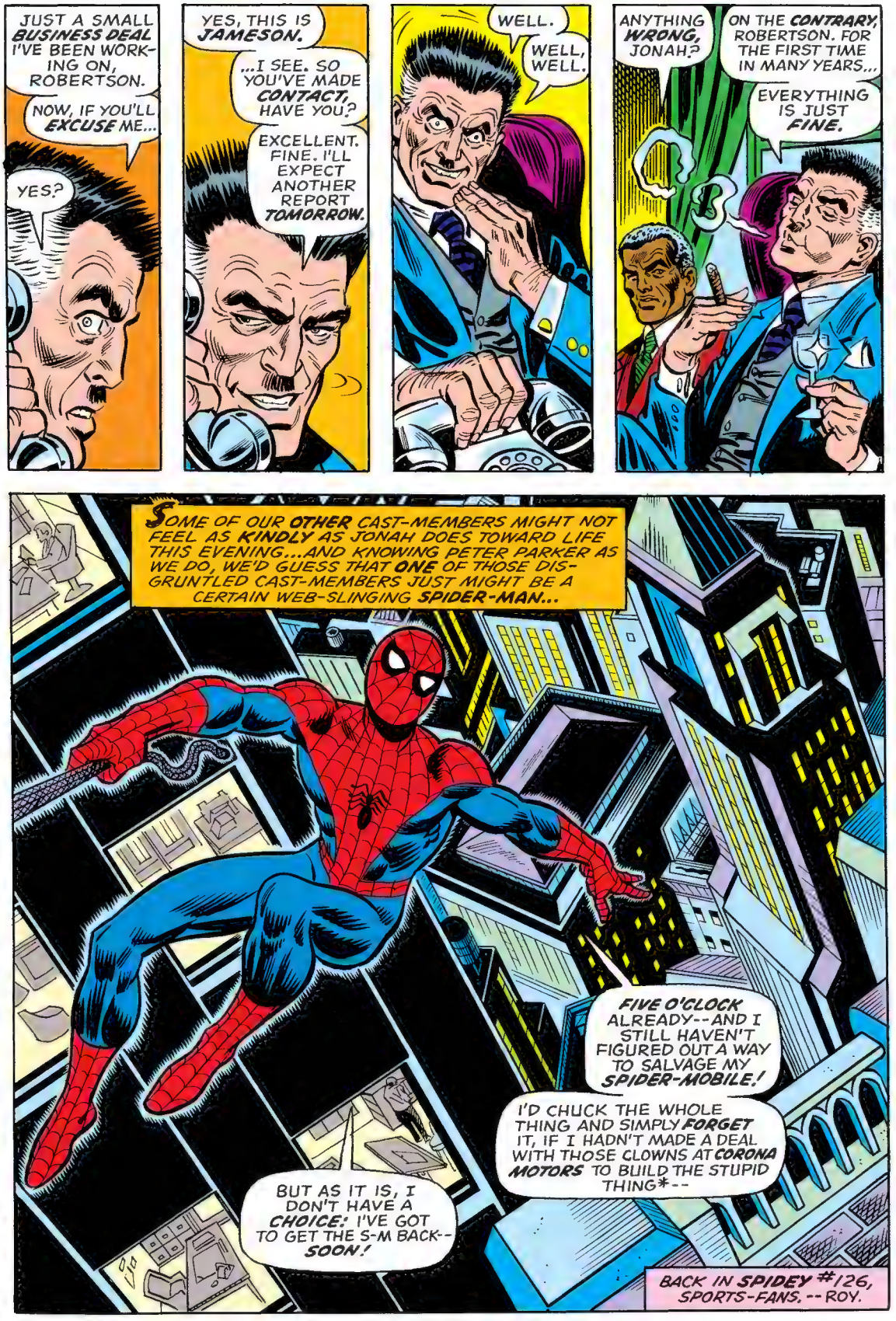

THE CLASS ENDS. IN GROUPS OR SINGLY, THE STUDENTS LEAVE...ALL BUT ONE, A CERTAIN SOMNOLENT SCHOLAR WHO IS ASKED TO REMAIN AFTER THE OTHERS ARE GONE, FOR A FRIENDLY "CHAT"...
PETER, I MUST ADMIT--I'M APPALLED.
BECAUSE OF YOUR MARKS LAST YEAR, YOU'VE HAD TO TAKE BIO CHEM 106 OVER THIS SEMESTER--
AND PETER--YOUR SECOND CHANCE IS YOUR LAST CHANCE.


I KNOW THAT, PROFESSOR WARREN--AND I'M GRATEFUL YOU LET ME REGISTER TO TAKE THE COURSE AGAIN.
THEN SHOW THAT GRATITUDE, PETER. SHAPE UP.
YOU HAVE IMMENSE POTENTIAL--MORE THAN ANY OTHER STUDENT I'VE EVER HAD.

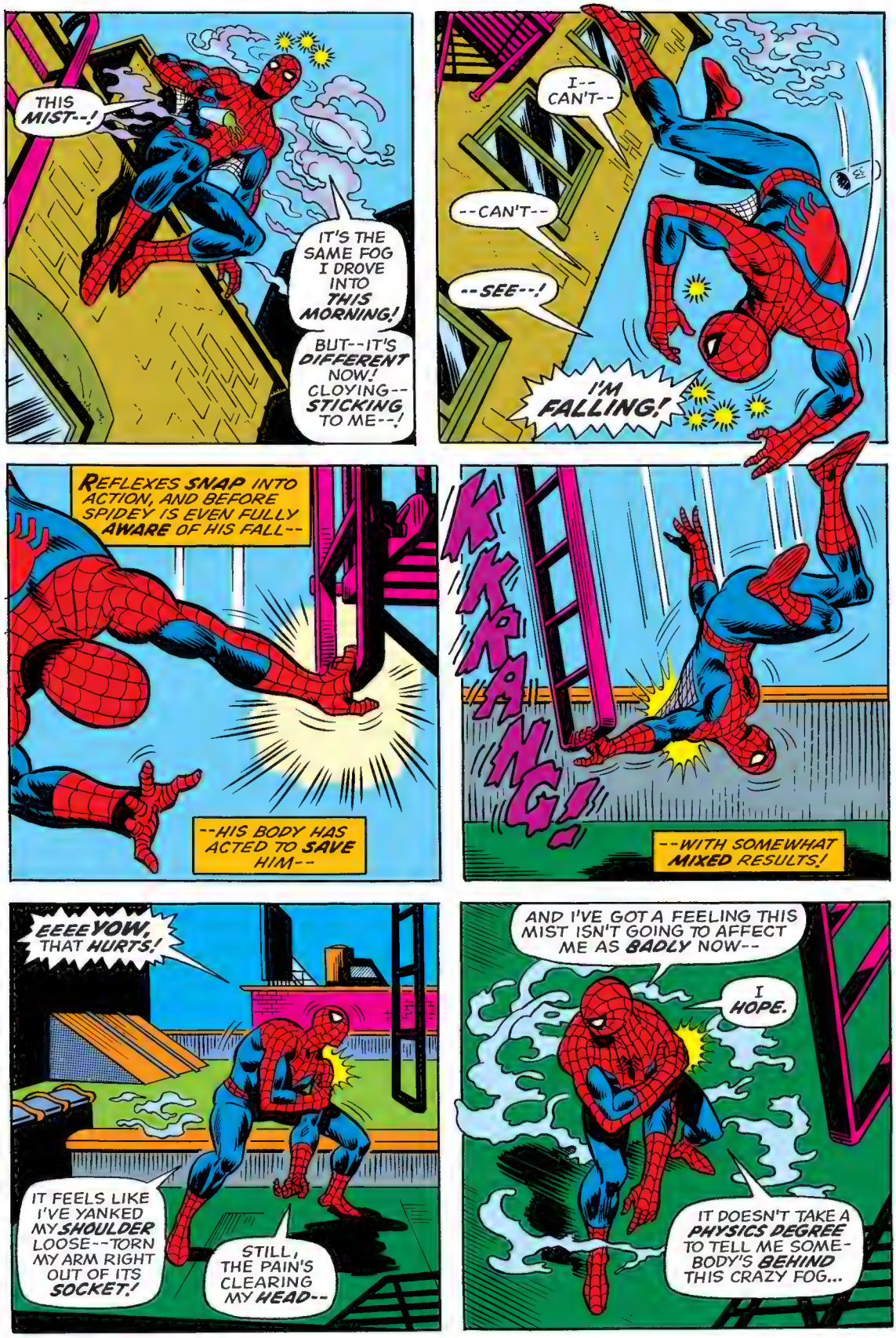

PLEASE, DON'T WASTE THAT POTENTIAL...DON'T BETRAY MY FAITH IN YOU.
IF YOU HAVE ANY PROBLEM--ANY DIFFICULTY--KNOW THAT I'M ALWAYS AVAILABLE TO YOU.
I'D LIKE TO THINK WE HAVE A GOOD RELATIONSHIP, PETER, AS TEACHER AND PUPIL--EVEN AS FRIENDS.
THANKS, PROFESSOR WARREN.
BELIEVE ME--I MEAN THAT.

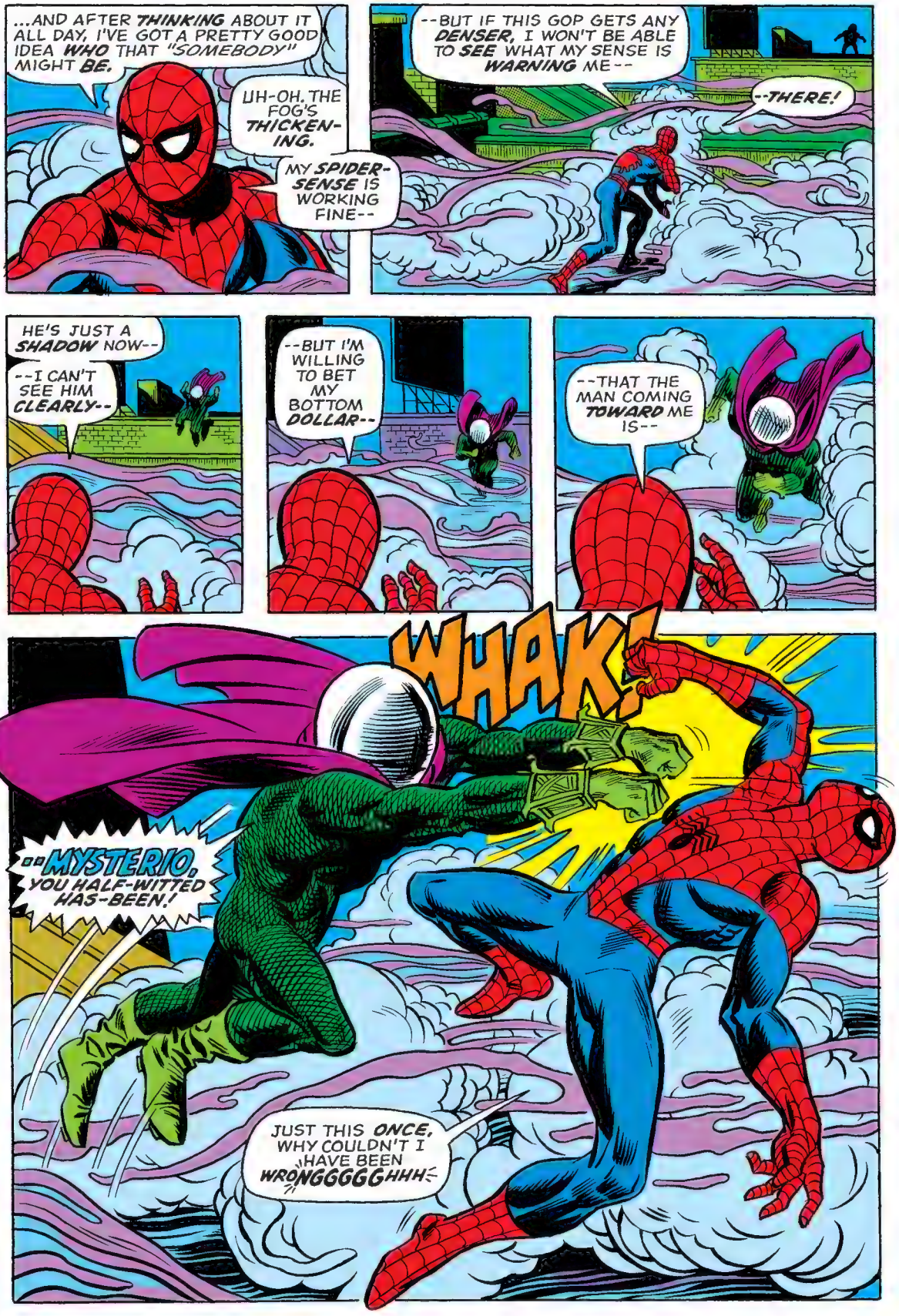
HELLO THERE, BROWN-EYES. WHERE HAVE YOU BEEN KEEPING YOURSELF?
MARY JANE!
I'D HEARD YOU HADN'T SIGNED UP THIS YEAR!
TRUE ENOUGH, PETE. DOCTOR'S ORDERS.
HE THINKS I STILL NEED TO REST THE OLD BOD' AFTER THAT SHAKE-UP I HAD.*
SOOOOO...
*MEANING THE EXPLOSION WHICH DESTROYED PETER'S OLD APARTMENT. --ROY.
FOR THE TIME BEING, ANYWAY, M. J.'S EDUCATION IS AT A STAND-STILL.
SPEAKING OF BEING AT A STANDSTILL--YOU LOOK LIKE YOU CAN HARDLY STAND AT ALL!
HERE, LET ME CARRY THOSE BOOKS.
TODAY YOU CAN BE THE SEX OBJECT, MR. PARKER.
AFTER ALL, MEN AREN'T THE ONLY ONES WHO CAN BE CHAUVINISTIC.
GRACIAS, M. J.
I THINK.
WILL YOU RELAX, ALREADY?
YOU'RE THE TENSEST PERSON I'VE EVER MET, PETE.
I THINK THAT'S WHAT MAKES YOU SO LOVEABLE.
YOU ALWAYS LOOK LIKE YOU'RE GOING TO FALL APART--LIKE A CHARLIE BROWN WHO'S JUST HAD THE FOOTBALL JERKED AWAY FROM HIM.
THAT'S THE STRANGEST COMPLIMENT I'VE EVER RECEIVED, M.J.
IF IT WAS A COMPLIMENT.
OH, IT WAS, BABY.
IT WAS.

PETER'S ANSWERING SMILE IS A WISTFUL ONE. AND AS HE SMILES, HIS MIND GOES BACK TO ANOTHER GIRL--ANOTHER WOMAN --HE'S KNOWN.
THAT GIRL IS DEAD.
AND HE WONDERS...
CAN ANYONE REPLACE GWEN STACY, THE WOMAN HE LOVED?
PETER DOESN'T KNOW.
HE JUST...
DOESN'T KNOW.
THE AUTUMN WIND LIFTS LEAVES ACROSS THE CITY, GUSTING THEM FROM ONE PART OF TOWN TO ANOTHER.
IF WE FOLLOW THEM ACROSS TOWN, THEY TAKE US HERE--TO A CERTAIN PRIVATE CLUB--
--WHERE ONE OF THE MEMBERS IS EXTREMELY FAMILIAR!
GOOD AFTERNOON, MR. JAMESON.
WOULD YOU LIKE YOUR USUAL?
A SNIFTER OF BRANDY FOR BOTH MR. ROBERTSON AND MYSELF, NORTON.
AND, NORTON--I'M EXPECTING AN IMPORTANT PHONE CALL. WHEN IT COMES, PLEASE NOTIFY ME AT ONCE--I'LL BE IN THE MAIN SALON.
VERY GOOD, SIR.
LIFE CAN BE QUITE ELEGANT, REALLY--IF YOU'RE A WELL-KNOWN PUBLISHER OF A MAJOR DAILY NEWSPAPER, AND IF YOU'RE RICH ENOUGH TO PAY $5,000.00 A YEAR FOR CLUB DUES, AND IF YOU REALLY CARE ABOUT SUCH THINGS--
LIFE CAN BE QUITE ELEGANT, INDEED.
MR. JAMESON ...YOUR PHONE CALL, SIR.
PHONE CALL, JONAH?

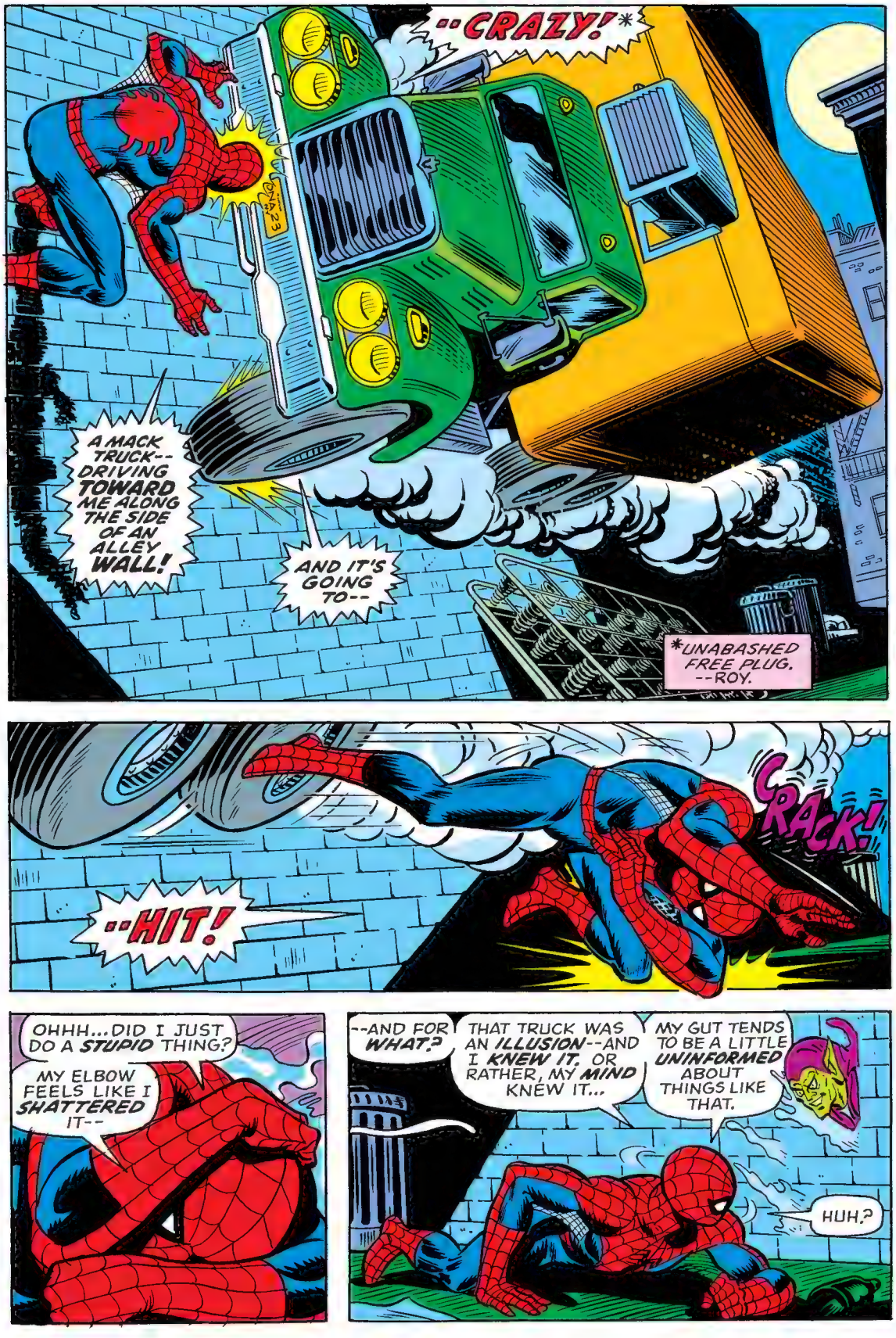

JUST A SMALL BUSINESS DEAL I'VE BEEN WORKING ON, ROBERTSON.
NOW, IF YOU'LL EXCUSE ME...
YES?
YES, THIS IS JAMESON.
...I SEE. SO YOU'VE MADE CONTACT, HAVE YOU?
EXCELLENT. FINE. I'LL EXPECT ANOTHER REPORT TOMORROW.
WELL.
WELL, WELL.
ANYTHING WRONG, JONAH?
ON THE CONTRARY, ROBERTSON. FOR THE FIRST TIME IN MANY YEARS...
EVERYTHING IS JUST FINE.
SOME OF OUR OTHER CAST-MEMBERS MIGHT NOT FEEL AS KINDLY AS JONAH DOES TOWARD LIFE THIS EVENING...AND KNOWING PETER PARKER AS WE DO, WE'D GUESS THAT ONE OF THOSE DISGRUNTLED CAST-MEMBERS JUST MIGHT BE A CERTAIN WEB-SLINGING SPIDER-MAN...
FIVE O'CLOCK ALREADY--AND I STILL HAVEN'T FIGURED OUT A WAY TO SALVAGE MY SPIDER-MOBILE!
I'D CHUCK THE WHOLE THING AND SIMPLY FORGET IT, IF I HADN'T MADE A DEAL WITH THOSE CLOWNS AT CORONA MOTORS TO BUILD THE STUPID THING*--
BUT AS IT IS, I DON'T HAVE A CHOICE: I'VE GOT TO GET THE S-M BACK--SOON!
BACK IN SPIDEY #126, SPORTS-FANS. -- ROY.

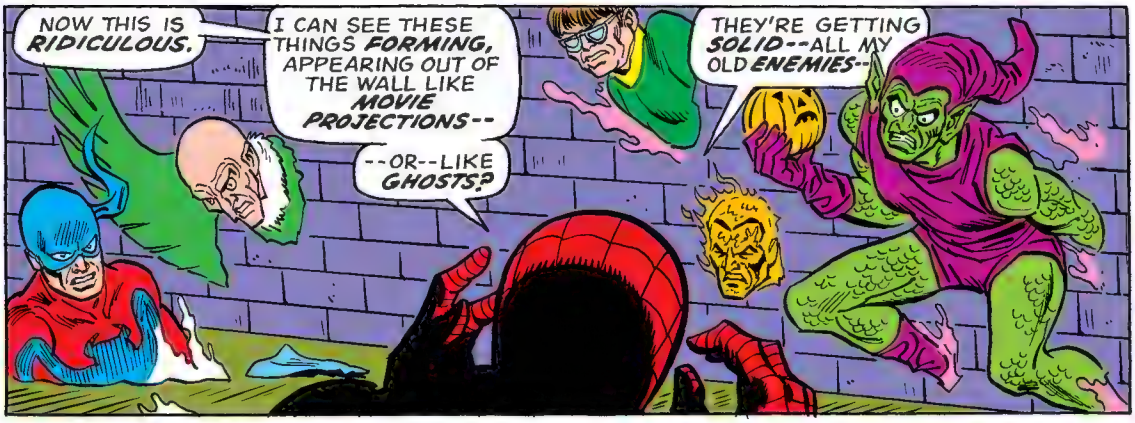
MEANWHILE--THIS WEB-SLINGING CAN MAKE A MAN HUNGRY.
IF I THOUGHT I COULD DO IT WITHOUT CAUSING A RIOT IN THIS COSTUME, I'D SLIP INTO THAT EATERY AND--
HEY! WAIT-AMINNIT...
IT MAY NOT BE STRICTLY ETHICAL--
--BUT WHEN A MAN'S STARVING TO DEATH--
EEFT!
--WHO HAS TIME FOR MORALITY?
BLASTED KIDS! WHY DON'TCHA LOOKIT WHERE YOU'RE GOIN', ALREADY?
HUH?
THE POOR GUY LOOKS LIKE HE'S GOING TO HAVE A CANARY.
JUST AS SOON AS I SET THIS STUFF DOWN, I'LL SHOOT A COUPLE OF DOLLARS TO HIM ON MY WEBBING, AND MAYBE--
MY SPIDER-SENSE!
IT'S TINGLING-- WARNING OF DANGER--!


THIS MIST--!
IT'S THE SAME FOG I DROVE INTO THIS MORNING!
BUT--IT'S DIFFERENT NOW! CLOYING--STICKING TO ME--!
I-- CAN'T--
--CAN'T--
--SEE--!
I'M FALLING!
REFLEXES SNAP INTO ACTION, AND BEFORE SPIDEY IS EVEN FULLY AWARE OF HIS FALL--
--HIS BODY HAS ACTED TO SAVE HIM--
KKRANG!
--WITH SOMEWHAT MIXED RESULTS!
EEEEYOW, THAT HURTS!
IT FEELS LIKE I'VE YANKED MY SHOULDER LOOSE--TORN MY ARM RIGHT OUT OF ITS SOCKET!
STILL, THE PAIN'S CLEARING MY HEAD--
AND I'VE GOT A FEELING THIS MIST ISN'T GOING TO AFFECT ME AS BADLY NOW--
I HOPE.
IT DOESN'T TAKE A PHYSICS DEGREE TO TELL ME SOMEBODY'S BEHIND THIS CRAZY FOG...


...AND AFTER THINKING ABOUT IT ALL DAY, I'VE GOT A PRETTY GOOD IDEA WHO THAT "SOMEBODY" MIGHT BE.
UH-OH. THE FOG'S THICKENING.
MY SPIDER-SENSE IS WORKING FINE--
--BUT IF THIS GOP GETS ANY DENSER, I WON'T BE ABLE TO SEE WHAT MY SENSE IS WARNING ME--
--THERE!
HE'S JUST A SHADOW NOW--
--I CAN'T SEE HIM CLEARLY--
--BUT I'M WILLING TO BET MY BOTTOM DOLLAR--
--THAT THE MAN COMING TOWARD ME IS--
WHAK!
"MYSTERIO, YOU HALF-WITTED HAS-BEEN!"
JUST THIS ONCE, WHY COULDN'T I HAVE BEEN WRONGGGGGHHH=

BUNT
SOMETHING'S WRONG--! HE'S MOVING TOO QUICKLY--
--AND--HE'S STRONGER-- MUCH STRONGER-- THAN I'D REMEMBERED--!
SPRAK!
-UNNNH!- HE'S NOT GIVING ME A CHANCE --TO CATCH MY BALANCE--
--AND WHAT'S EVEN WEIRDER-- HE'S HOLDING OFF ON HIS USUAL MELODRAMATIC TAUNTING!
--AND I'VE GOT A SNEAKING SUSPICION MYSTERIO KNOWS IT, TOO!
THE WAY HE'S RUNNING, WHEN HE CAN JUST DISAPPEAR-- MEANS HE WANTS ME TO FOLLOW HIM--
--AND THAT IMPLIES HE'S PLANNED SOME SORT OF TRAP--!
LUCKILY, I'M NOT THE SHY SORT-- SO I'LL JUST TAG ALONG--
--AND SEE WHAT MYSTERIO'S BEEN UP TO SINCE THE LAST TIME I SENT HIM OFF TO JAIL--!*
*'WAY BACK IN SPIDEY #67, FOOTNOTE-FANS.-- ROY.
NO!
THIS IS CRAZY--

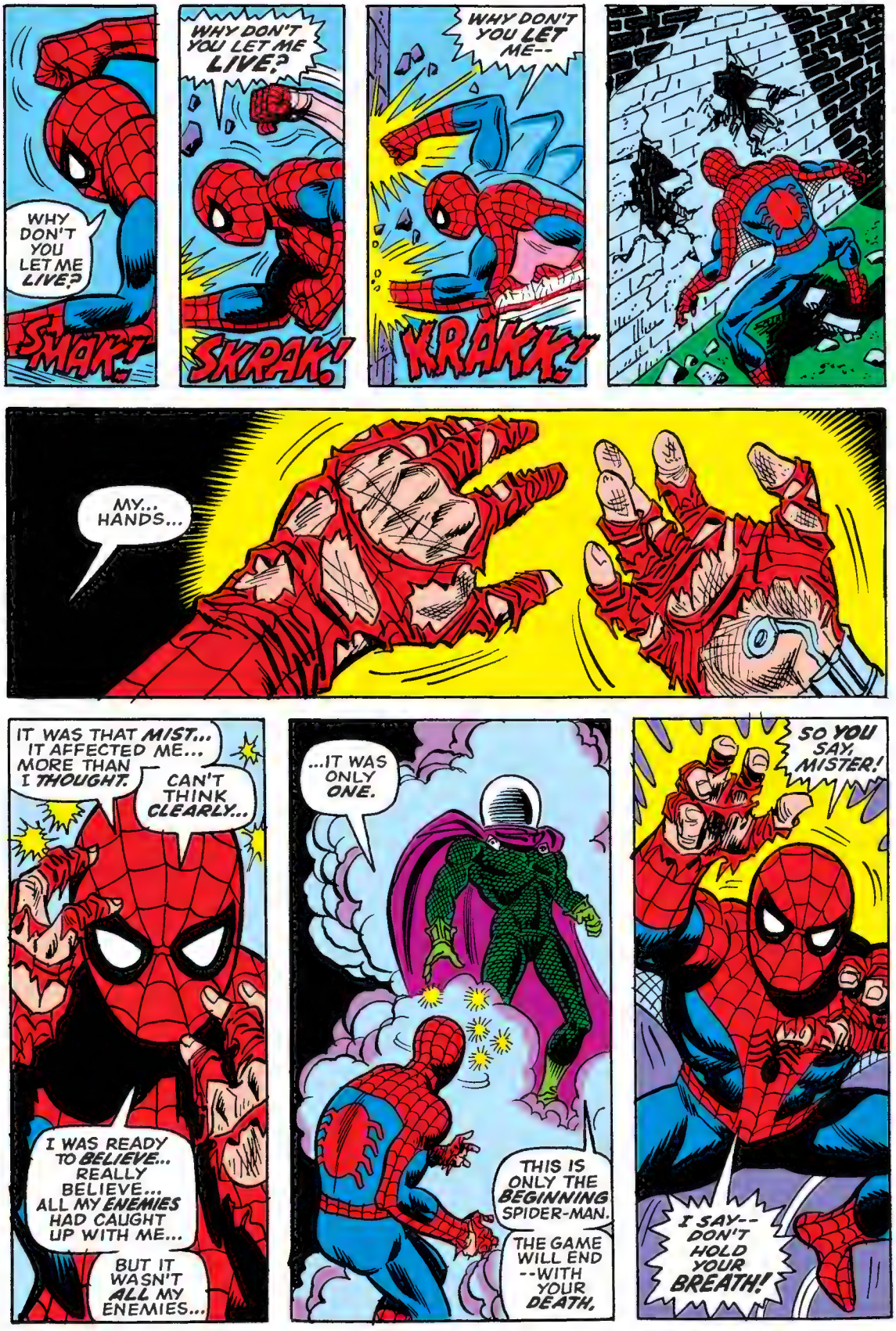

--CRAZY!*
A MACK TRUCK-- DRIVING TOWARD ME ALONG THE SIDE OF AN ALLEY WALL!
AND IT'S GOING TO--
*UNABASHED FREE PLUG. --ROY.
--HIT!
CRACK!
OHHH...DID I JUST DO A STUPID THING?
MY ELBOW FEELS LIKE I SHATTERED IT--
--AND FOR WHAT?
THAT TRUCK WAS AN ILLUSION--AND I KNEW IT, OR RATHER, MY MIND KNEW IT...
MY GUT TENDS TO BE A LITTLE UNINFORMED ABOUT THINGS LIKE THAT.
HUH?

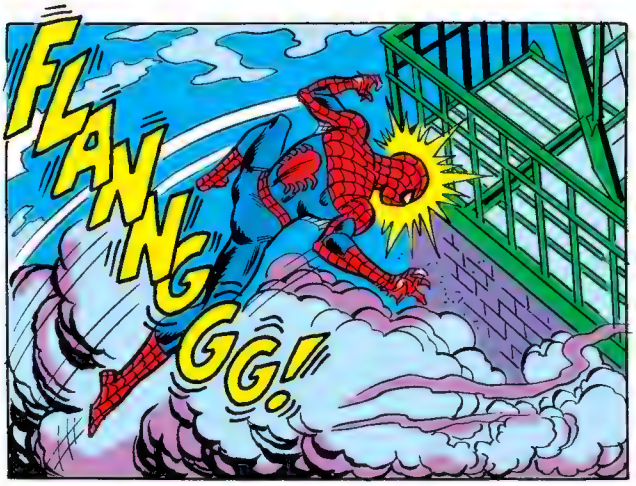

NOW THIS IS RIDICULOUS.
I CAN SEE THESE THINGS FORMING, APPEARING OUT OF THE WALL LIKE MOVIE PROJECTIONS--
--OR--LIKE GHOSTS?
THEY'RE GETTING SOLID--ALL MY OLD ENEMIES--

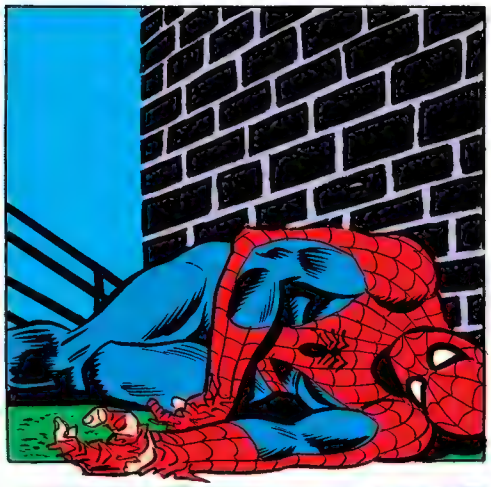
BUT--THAT'S JUST IMPOSSIBLE!
HAMMERHEAD, THE VULTURE, DOCTOR OCTOPUS, THE GRIZZLY, MOLTEN MAN, MORBIUS--SO MANY OF THEM--
AND THEY SEEM SO REAL! ALMOST--
--ALMOST AS THOUGH I COULD--TOUCH THEM!
THE GREEN GOBLIN!
HE'S COME BACK--THROW-ONE OF HIS PUMPKIN BOMBS--!

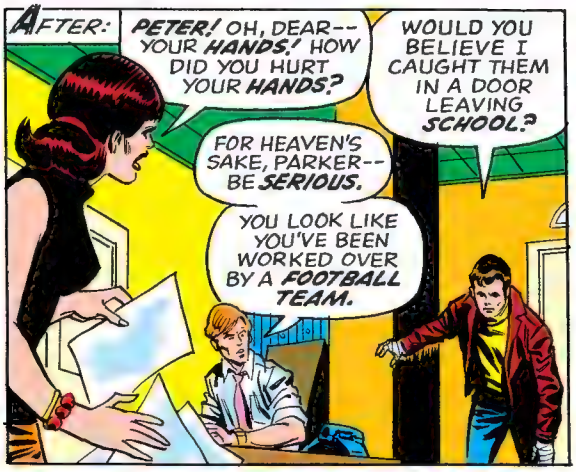
I CAN'T AVOID IT--THE BOMB'S GOING TO--
--GO THROUGH ME?

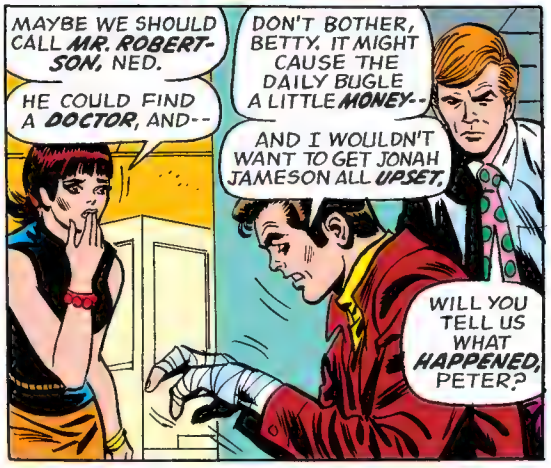
IT'S A TRICK! YOU'RE TRYING TO CONFUSE ME!
ALL OF YOU--YOU'RE ALL COMING AT ME--JUMP-ING ON ME--!
WHY DON'T YOU GO AWAY AND LEAVE ME ALONE?


WHY DON'T YOU LET ME LIVE?
SMAK!
WHY DON'T YOU LET ME LIVE?
SKRAK!
WHY DON'T YOU LET ME--
KRAKK!
MY... HANDS...
IT WAS THAT MIST... IT AFFECTED ME... MORE THAN I THOUGHT.
CAN'T THINK CLEARLY...
I WAS READY TO BELIEVE... REALLY BELIEVE... ALL MY ENEMIES HAD CAUGHT UP WITH ME...
BUT IT WASN'T ALL MY ENEMIES...
...IT WAS ONLY ONE.
THIS IS ONLY THE BEGINNING SPIDER-MAN.
THE GAME WILL END --WITH YOUR DEATH.
SO YOU SAY, MISTER!
I SAY-- DON'T HOLD YOUR BREATH!

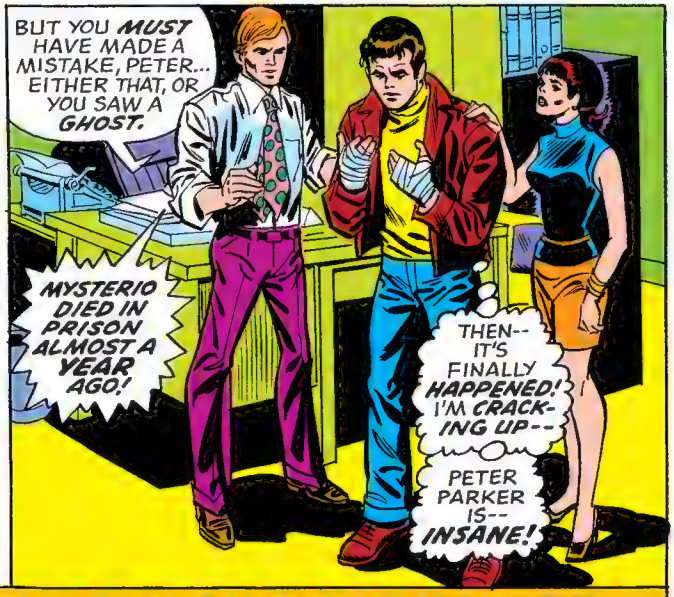





AFTER:
PETER! OH, DEAR-- YOUR HANDS! HOW DID YOU HURT YOUR HANDS?
WOULD YOU BELIEVE I CAUGHT THEM IN A DOOR LEAVING SCHOOL?
FOR HEAVEN'S SAKE, PARKER-- BE SERIOUS.
YOU LOOK LIKE YOU'VE BEEN WORKED OVER BY A FOOTBALL TEAM.


MAYBE WE SHOULD CALL MR. ROBERTSON, NED.
HE COULD FIND A DOCTOR, AND--
DON'T BOTHER, BETTY. IT MIGHT CAUSE THE DAILY BUGLE A LITTLE MONEY--
AND I WOULDN'T WANT TO GET JONAH JAMESON ALL UPSET.
WILL YOU TELL US WHAT HAPPENED, PETER?

WHAT'S TO TELL? I GOT MIXED UP IN A BRAWL BETWEEN SPIDER-MAN AND MYSTERIO--MY HANDS ARE A LITTLE CUT-UP, THAT'S ALL.
APPARENTLY MYSTERIO'S ESCAPED FROM JAIL-- AND HE'S BACK IN TOWN, CARRYING A KING-SIZE GRUDGE FOR OUR FAVORITE WEB-SLINGER.
MYSTERIO? ARE YOU SURE?
A MISTAKE LIKE THAT'S PRETTY HARD TO MAKE, NED.


BUT YOU MUST HAVE MADE A MISTAKE, PETER... EITHER THAT, OR YOU SAW A GHOST.
MYSTERIO DIED IN PRISON ALMOST A YEAR AGO!
THEN-- IT'S FINALLY HAPPENED! I'M CRACKING UP--
PETER PARKER IS-- INSANE!

NAH. WE DON'T BELIEVE IT FOR A MINUTE, COMPADRES... AND NEITHER SHOULD YOU. FOR THE FULL STORY BEHIND THE STORY, TUNE IN NEXT ISSUE, WHEN WE'LL PRESENT:

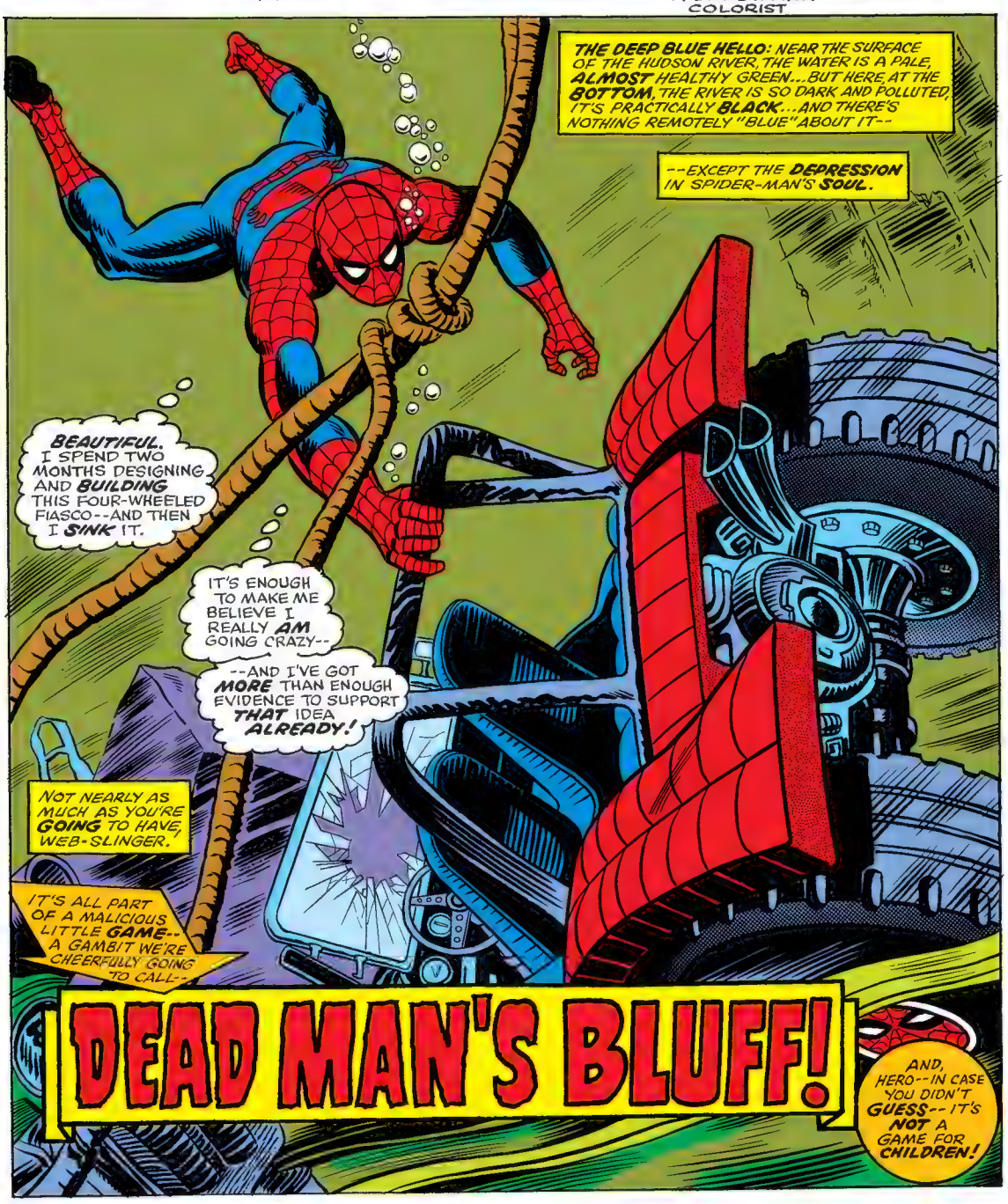
THE MAN WHO HATED SPIDER-MAN!

SPIDER MAN
MARVEL COMICS GROUP™
APPROVED BY THE COMICS CODE AUTHORITY
25¢
142
MAR
02457
the AMAZING SPIDER-MAN®
IT'S NOT POSSIBLE! NOBODY CAN DO-- THAT!
WRONG, WEB-HEAD! ANYTHING IS POSSIBLE FOR A DEAD MAN!
MYSTERIO MEANS MADNESS!

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...a SPIDER-MAN!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

GERRY CONWAY AUTHOR * ROSS ANDRU ARTIST * F. GIACOIA & D. HUNT EMBELLISHERS * JOE ROSEN LETTERER L. LESSMANN COLORIST * LEN WEIN EDITOR


THE DEEP BLUE HELLO: NEAR THE SURFACE OF THE HUDSON RIVER, THE WATER IS A PALE, ALMOST HEALTHY GREEN...BUT HERE, AT THE BOTTOM, THE RIVER IS SO DARK AND POLLUTED, IT'S PRACTICALLY BLACK...AND THERE'S NOTHING REMOTELY "BLUE" ABOUT IT--
--EXCEPT THE DEPRESSION IN SPIDER-MAN'S SOUL.
BEAUTIFUL. I SPEND TWO MONTHS DESIGNING AND BUILDING THIS FOUR-WHEELED FIASCO--AND THEN I SINK IT.
IT'S ENOUGH TO MAKE ME BELIEVE I REALLY AM GOING CRAZY--
--AND I'VE GOT MORE THAN ENOUGH EVIDENCE TO SUPPORT THAT IDEA ALREADY!
NOT NEARLY AS MUCH AS YOU'RE GOING TO HAVE, WEB-SLINGER.
IT'S ALL PART OF A MALICIOUS LITTLE GAME-- A GAMBIT WE'RE CHEERFULLY GOING TO CALL--
DEAD MAN'S BLUFF!
AND, HERO--IN CASE YOU DIDN'T GUESS-- IT'S NOT A GAME FOR CHILDREN!

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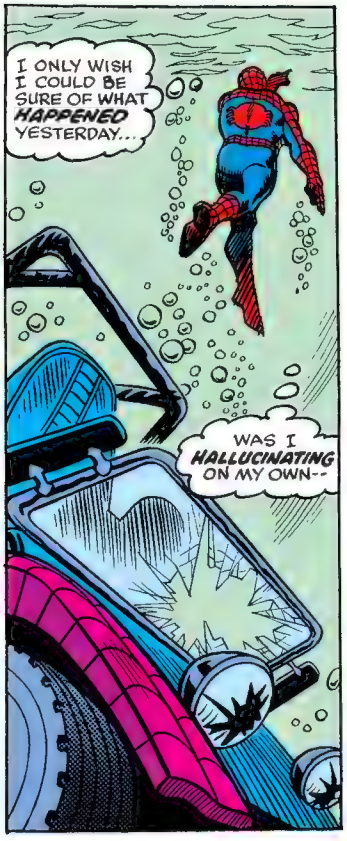
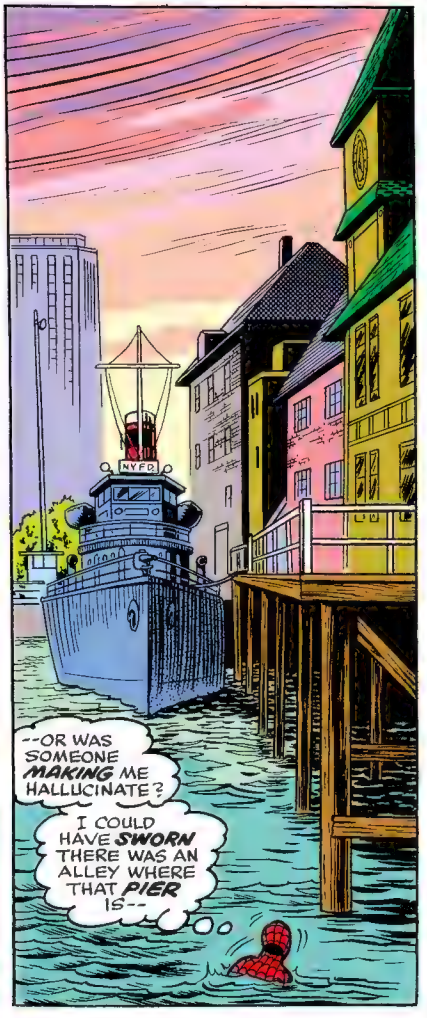
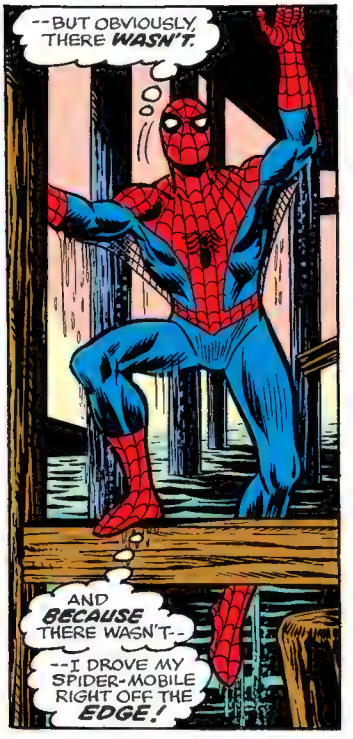
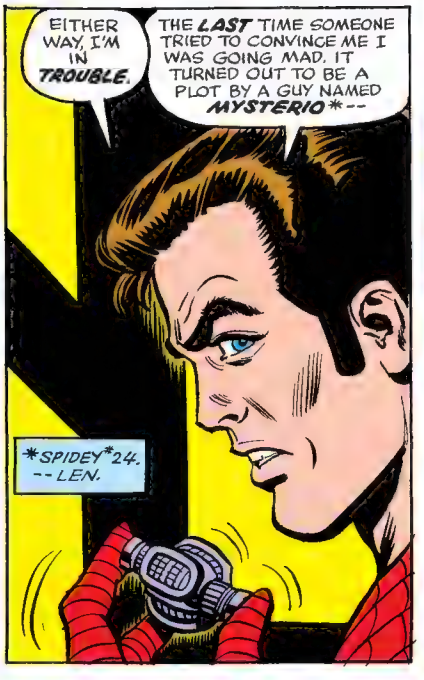
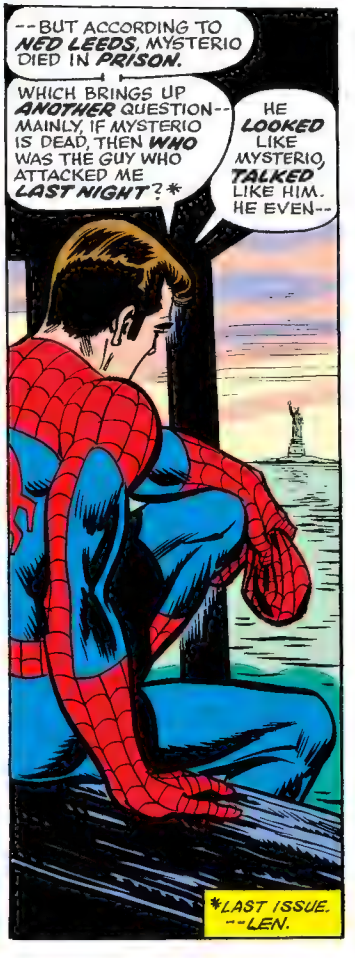

I ONLY WISH I COULD BE SURE OF WHAT HAPPENED YESTERDAY...
WAS I HALLUCINATING ON MY OWN--

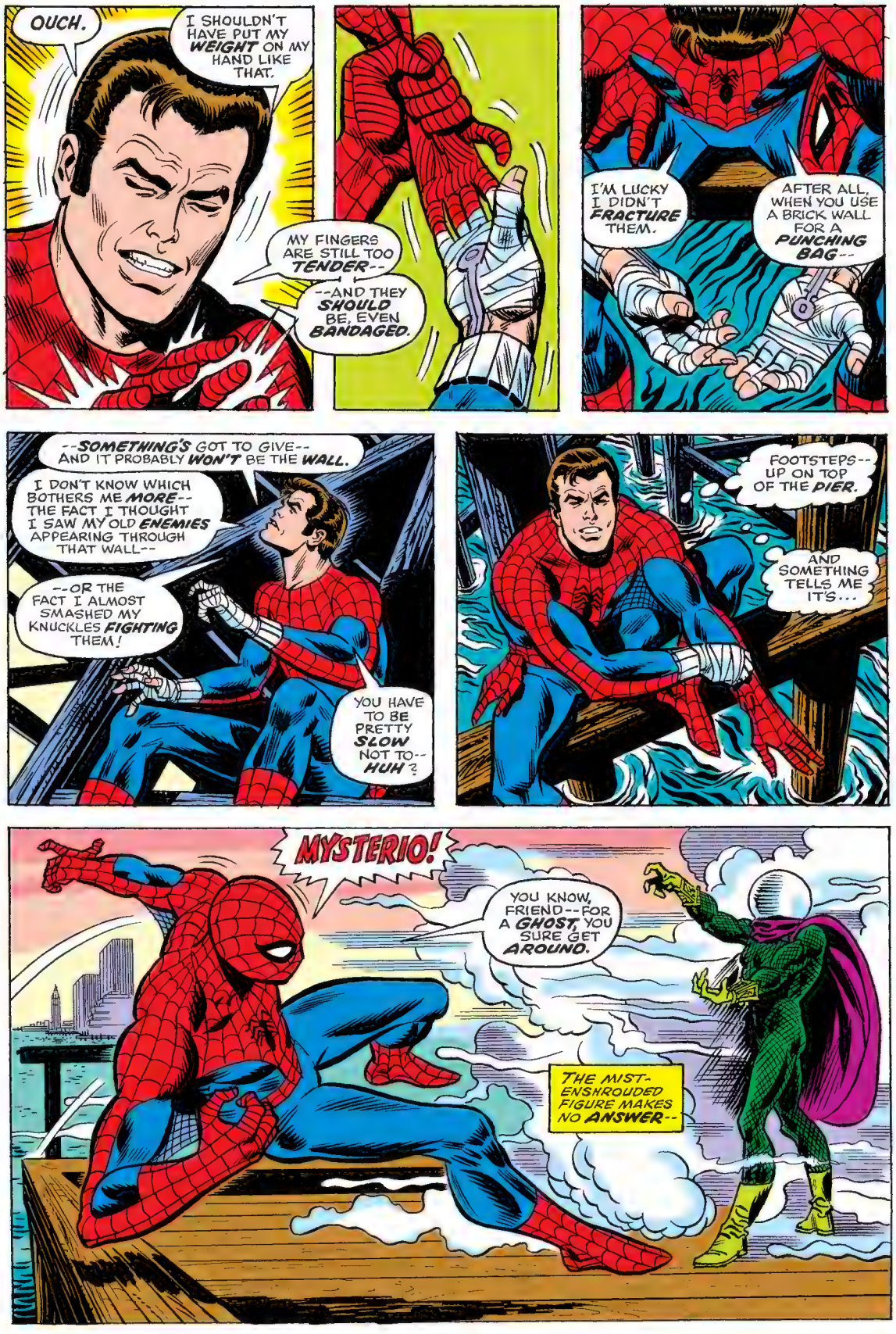

NYFD
--OR WAS SOMEONE MAKING ME HALLUCINATE?
I COULD HAVE SWORN THERE WAS AN ALLEY WHERE THAT PIER IS--

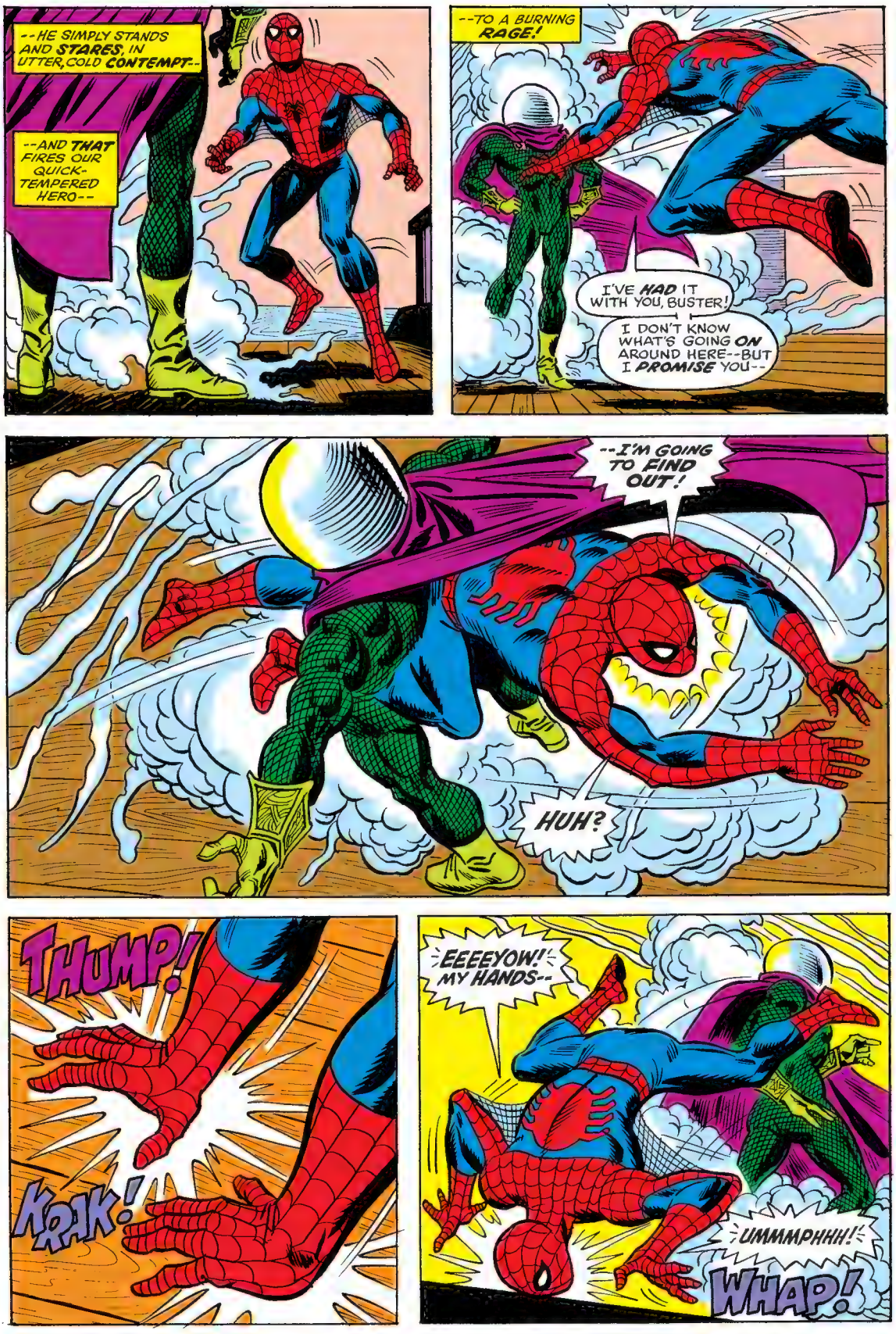

--BUT OBVIOUSLY, THERE WASN'T.
AND BECAUSE THERE WASN'T--
--I DROVE MY SPIDER-MOBILE RIGHT OFF THE EDGE!

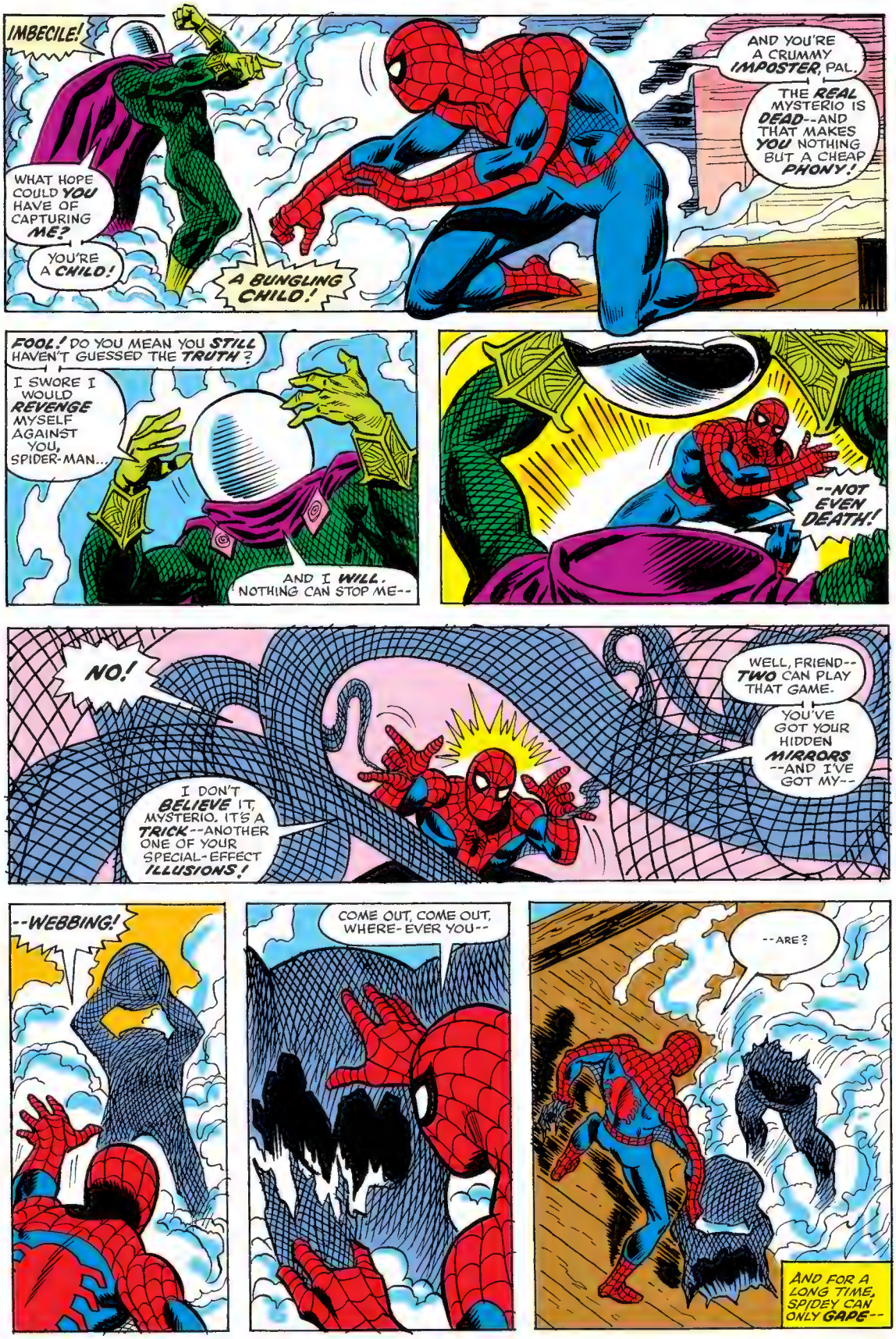
THERE ARE JUST TWO WAYS I CAN INTERPRET WHAT I SAW:
ONE: I REALLY AM GOING NUTS...
OR--TWO: SOMEONE WANTS ME TO THINK I'M GOING NUTS.

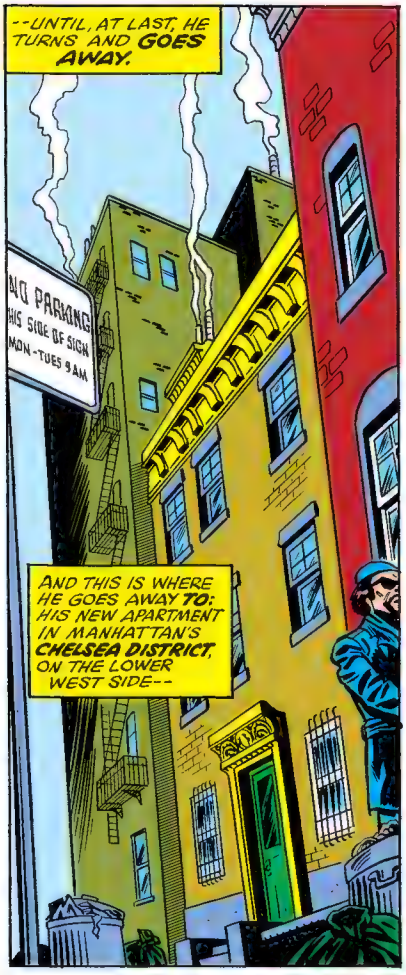

EITHER WAY, I'M IN TROUBLE.
THE LAST TIME SOMEONE TRIED TO CONVINCE ME I WAS GOING MAD, IT TURNED OUT TO BE A PLOT BY A GUY NAMED MYSTERIO*--
*SPIDEY*24. --LEN.


--BUT ACCORDING TO NED LEEDS, MYSTERIO DIED IN PRISON.
WHICH BRINGS UP ANOTHER QUESTION--MAINLY, IF MYSTERIO IS DEAD, THEN WHO WAS THE GUY WHO ATTACKED ME LAST NIGHT?*
HE LOOKED LIKE MYSTERIO, TALKED LIKE HIM. HE EVEN--
*LAST ISSUE. --LEN.


OUCH.
I SHOULDN'T HAVE PUT MY WEIGHT ON MY HAND LIKE THAT.
MY FINGERS ARE STILL TOO TENDER--
--AND THEY SHOULD BE, EVEN BANDAGED.
I'M LUCKY I DIDN'T FRACTURE THEM.
AFTER ALL, WHEN YOU USE A BRICK WALL FOR A PUNCHING BAG--
--SOMETHING'S GOT TO GIVE-- AND IT PROBABLY WON'T BE THE WALL.
I DON'T KNOW WHICH BOTHERS ME MORE-- THE FACT I THOUGHT I SAW MY OLD ENEMIES APPEARING THROUGH THAT WALL--
--OR THE FACT I ALMOST SMASHED MY KNUCKLES FIGHTING THEM!
YOU HAVE TO BE PRETTY SLOW NOT TO-- HUH?
FOOTSTEPS-- UP ON TOP OF THE PIER.
AND SOMETHING TELLS ME IT'S...
MYSTERIO!
YOU KNOW, FRIEND--FOR A GHOST, YOU SURE GET AROUND.
THE MIST-ENSHROUDED FIGURE MAKES NO ANSWER--

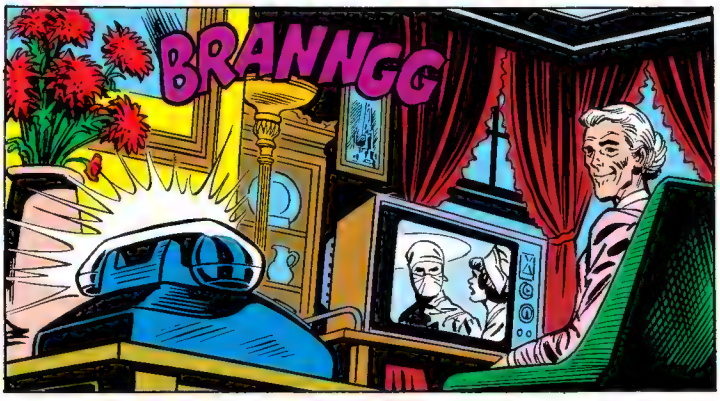

--HE SIMPLY STANDS AND STARES, IN UTTER, COLD CONTEMPT--
--AND THAT FIRES OUR QUICK-TEMPERED HERO--
--TO A BURNING RAGE!
I'VE HAD IT WITH YOU, BUSTER!
I DON'T KNOW WHAT'S GOING ON AROUND HERE--BUT I PROMISE YOU--
--I'M GOING TO FIND OUT!
HUH?
THUMP!
KRAK!
EEEEYOW! MY HANDS--
UMMMPHHH!
WHAP!


IMBECILE!
WHAT HOPE COULD YOU HAVE OF CAPTURING ME?
YOU'RE A CHILD!
A BUNGLING CHILD!
AND YOU'RE A CRUMMY IMPOSTER, PAL.
THE REAL MYSTERIO IS DEAD--AND THAT MAKES YOU NOTHING BUT A CHEAP PHONY!
FOOL! DO YOU MEAN YOU STILL HAVEN'T GUESSED THE TRUTH?
I SWORE I WOULD REVENGE MYSELF AGAINST YOU, SPIDER-MAN...
AND I WILL. NOTHING CAN STOP ME--
--NOT EVEN DEATH!
NO!
I DON'T BELIEVE IT, MYSTERIO. IT'S A TRICK--ANOTHER ONE OF YOUR SPECIAL-EFFECT ILLUSIONS!
WELL, FRIEND--TWO CAN PLAY THAT GAME.
YOU'VE GOT YOUR HIDDEN MIRRORS --AND I'VE GOT MY--
--WEBBING!
COME OUT, COME OUT, WHERE-EVER YOU--
--ARE?
AND FOR A LONG TIME, SPIDEY CAN ONLY GAPE--


--UNTIL, AT LAST, HE TURNS AND GOES AWAY.
NO PARKING
THIS SIDE OF SIGN
MON-TUES 9 AM
AND THIS IS WHERE HE GOES AWAY TO: HIS NEW APARTMENT IN MANHATTAN'S CHELSEA DISTRICT, ON THE LOWER WEST SIDE--

--WHERE WE FIND HIM A LITTLE LATER, MAKING USE OF HIS RECENTLY-INSTALLED TELEPHONE TO CALL A CERTAIN DOTING AUNT OF HIS...
AUNT MAY MUST BE WORRIED SICK ABOUT ME-- AND WHAT ELSE IS NEW?

EVER SINCE I MOVED OUT OF OUR HOUSE IN FOREST HILLS, SHE'S BEEN SURE I'D FALL INTO THE HANDS OF GANGSTERS--
--OR WORSE.

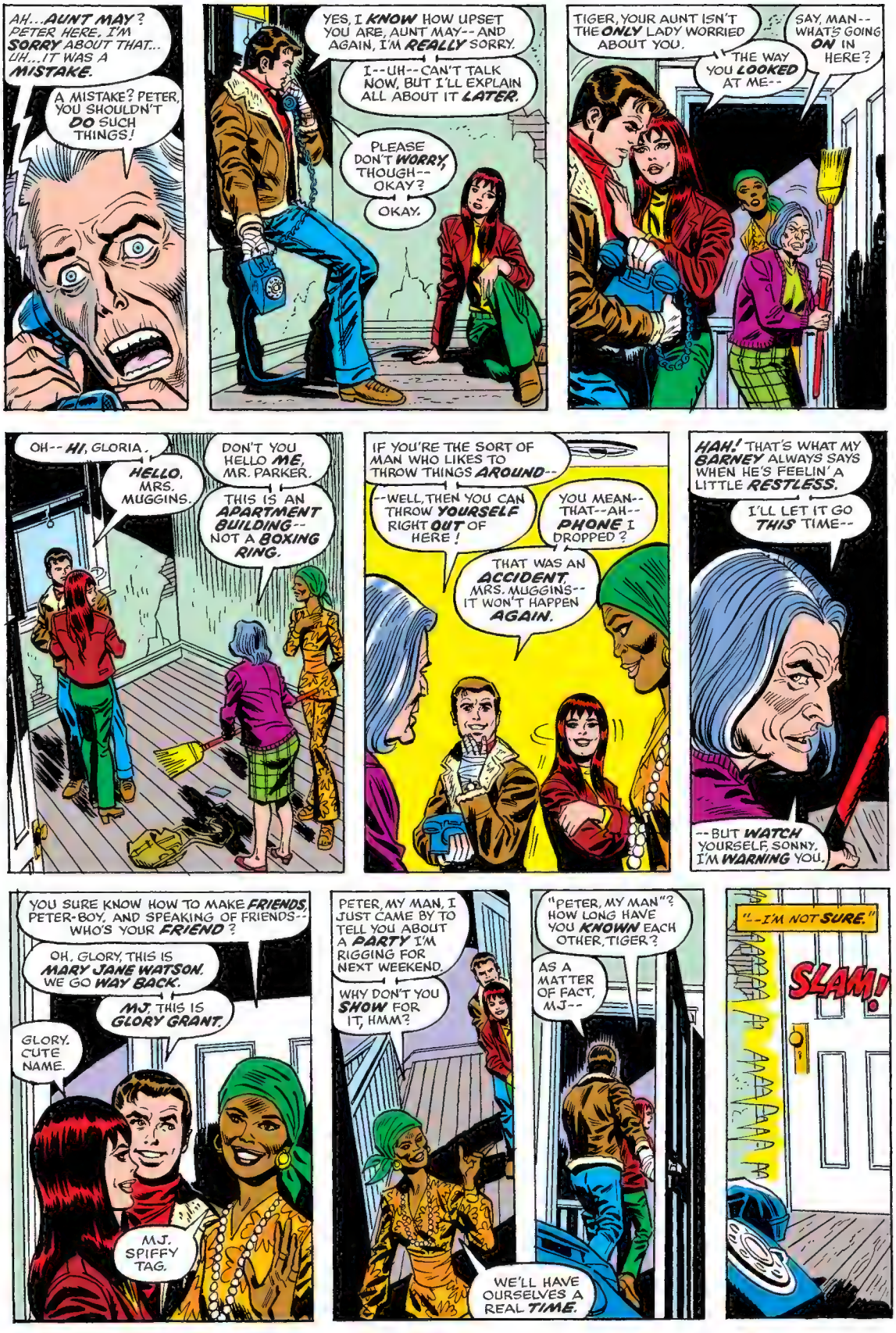

BRANNGG

PETER! MY, THIS IS A SURPRISE!
I WAS JUST THINKING ABOUT YOU, YOU DARLING BOY...
DO YOU LIKE YOUR NEW APARTMENT?

IT'S SWELL, AUNT MAY. IT'D BE EVEN BETTER IF I HAD ANY FURNITURE.
EXCUSE ME A SECOND-- MARY JANE JUST WALKED IN.
TAKE A SEAT, MJ.

WHAT? OH, I'LL DIG UP SOME BEDS AND CHAIRS SOMEWHERE... THAT'S THE LEAST OF MY PROBLEMS.
WHAT? DID I SAY PROBLEMS?
SORRY, SLIP OF THE TONGUE.
EVERYTHING'S FINE. SURE, I'M SURE.

LISTEN, I ONLY CALLED TO LET YOU KNOW I'M OKAY, AUNT MAY.
NO, NOTHING'S WRONG, SWEETHEART...
...I'VE BEEN EATING REGULARLY, WEARING WARM CLOTHES...USING UMBRELLAS WHEN IT RAINS... EVERYTHING YOU ALWAYS TOLD ME TO--
KINGPIN!
MARY JANE--
LOOK OUT!
SPRANNGG!
HE'S--HE'S GONE--
--VANISHED--JUST LIKE--MYSTERIO--!
OF COURSE! MYSTERIO'S BEHIND THIS--SOMEHOW, HE--
PETEY, WHAT--
ARE YOU OKAY?
PETER! PETER, WHAT HAPPENED?
HEAVEN ABOVE, PETER--!

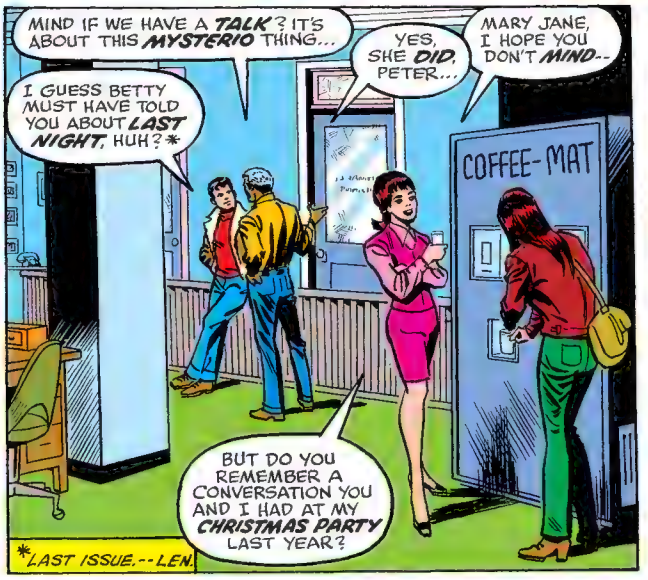

AH...AUNT MAY? PETER HERE. I'M SORRY ABOUT THAT... UH...IT WAS A MISTAKE.
A MISTAKE? PETER, YOU SHOULDN'T DO SUCH THINGS!
YES, I KNOW HOW UPSET YOU ARE, AUNT MAY--AND AGAIN, I'M REALLY SORRY.
I--UH--CAN'T TALK NOW, BUT I'LL EXPLAIN ALL ABOUT IT LATER.
PLEASE DON'T WORRY, THOUGH--OKAY?
OKAY.
TIGER, YOUR AUNT ISN'T THE ONLY LADY WORRIED ABOUT YOU.
SAY, MAN--WHAT'S GOING ON IN HERE?
THE WAY YOU LOOKED AT ME--
OH--HI, GLORIA.
HELLO, MRS. MUGGINS.
DON'T YOU HELLO ME, MR. PARKER.
THIS IS AN APARTMENT BUILDING--NOT A BOXING RING.
IF YOU'RE THE SORT OF MAN WHO LIKES TO THROW THINGS AROUND--
--WELL, THEN YOU CAN THROW YOURSELF RIGHT OUT OF HERE!
YOU MEAN--THAT--AH--PHONE I DROPPED?
THAT WAS AN ACCIDENT, MRS. MUGGINS--IT WON'T HAPPEN AGAIN.
HAH! THAT'S WHAT MY BARNEY ALWAYS SAYS WHEN HE'S FEELIN' A LITTLE RESTLESS.
I'LL LET IT GO THIS TIME--
--BUT WATCH YOURSELF, SONNY. I'M WARNING YOU.
YOU SURE KNOW HOW TO MAKE FRIENDS, PETER-BOY, AND SPEAKING OF FRIENDS--WHO'S YOUR FRIEND?
OH, GLORY, THIS IS MARY JANE WATSON. WE GO WAY BACK.
MJ, THIS IS GLORY GRANT.
GLORY. CUTE NAME.
MJ. SPIFFY TAG.
PETER, MY MAN, I JUST CAME BY TO TELL YOU ABOUT A PARTY I'M RIGGING FOR NEXT WEEKEND.
WHY DON'T YOU SHOW FOR IT, HMM?
"PETER, MY MAN"? HOW LONG HAVE YOU KNOWN EACH OTHER, TIGER?
AS A MATTER OF FACT, MJ--
WE'LL HAVE OURSELVES A REAL TIME.
"--I'M NOT SURE."
SLAM!

WITHIN THE HOUR, AT A FAMILIAR NEWSPAPER BUILDING A COUPLE OF DOZEN BLOCKS UPTOWN...
WHAT'S THAT YOU SAY? YOU HAVE HIM SO RATTLED-- HE THINKS YOU'RE A GHOST?
EXCELLENT. EXCELLENT. KEEP THIS UP, AND THERE MAY BE SOME EXTRA MONEY IN IT FOR YOU-- THAT'S A PROMISE.
AND YOU CAN ASK ANYONE: J. JONAH JAMESON IS A MAN OF HIS WORD.
CLIK
SOMEDAY, PEOPLE WILL ERECT A MONUMENT TO ME.
A STATUE-- AND A PLAQUE THAT READS:
"JONAH JAMESON--THE MAN WHO DESTROYED SPIDER-MAN!"
JUST THINKING ABOUT IT MAKES ME SO HAPPY I COULD CLICK MY--
THUDD!
J.J. JAMESON PUBLISHER
JONAH.
MR. JAMESON...
ARE YOU HURT?
HURT? NO, NO, MISS BRANT--
--I TOOK A LITTLE FALL, THAT'S ALL.
NOTHING FOR YOU TO GET CONCERNED ABOUT, ROBERTSON--
--OR I SHOULD SAY-- JOE.
JOE, IT'S OCCURRED TO ME YOU COULD USE A RAISE.
YES, INDEED. MY CITY EDITOR DESERVES A RAISE EVERY NOW AND THEN--

--AND SO DOES MY FAVORITE GIRL FRIDAY.
HEH-HEH, I MEAN PERSON FRIDAY, MS. BRANT.
RUN ALONG, YOU TWO. RUN ALONG.

MR. ROBERTSON--DO YOU GET THE FEELING YOU'VE BEEN TAKEN SOMEHOW?
BETTY, WITH JONAH--I ALWAYS FEEL LIKE I'VE BEEN TAKEN.
BUT THIS--WELL, TO PUT IT MILDLY--
THE MAN MUST BE SICK.

IS ANYTHING WRONG, MR. ROBERTSON?
PARKER! I'VE BEEN TRYING TO GET AHOLD OF YOU, SON.


MIND IF WE HAVE A TALK? IT'S ABOUT THIS MYSTERIO THING...
YES, SHE DID, PETER...
MARY JANE, I HOPE YOU DON'T MIND--
I GUESS BETTY MUST HAVE TOLD YOU ABOUT LAST NIGHT, HUH?*
COFFEE-MAT
BUT DO YOU REMEMBER A CONVERSATION YOU AND I HAD AT MY CHRISTMAS PARTY LAST YEAR?
*LAST ISSUE.--LEN.

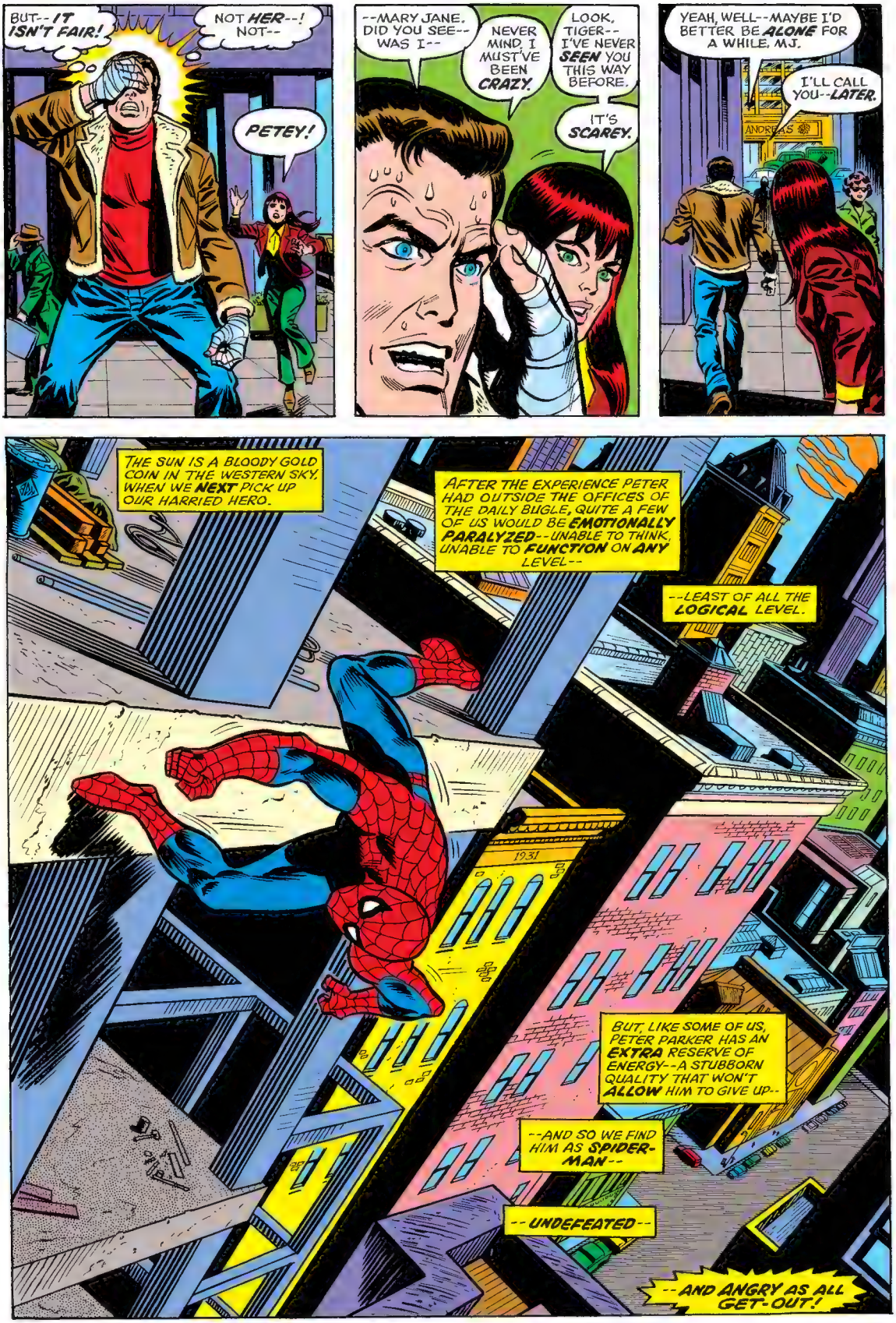
ABOUT PETEY--AND MY FEELINGS FOR HIM? SURE I REMEMBER, BETTY.
I TOLD YOU THEN, I DIDN'T KNOW IF I WANTED TO FEEL SERIOUS ABOUT PETE--AND I MEANT THAT--THEN.
I GUESS YOU COULD SAY, MAYBE THINGS HAVE CHANGED..

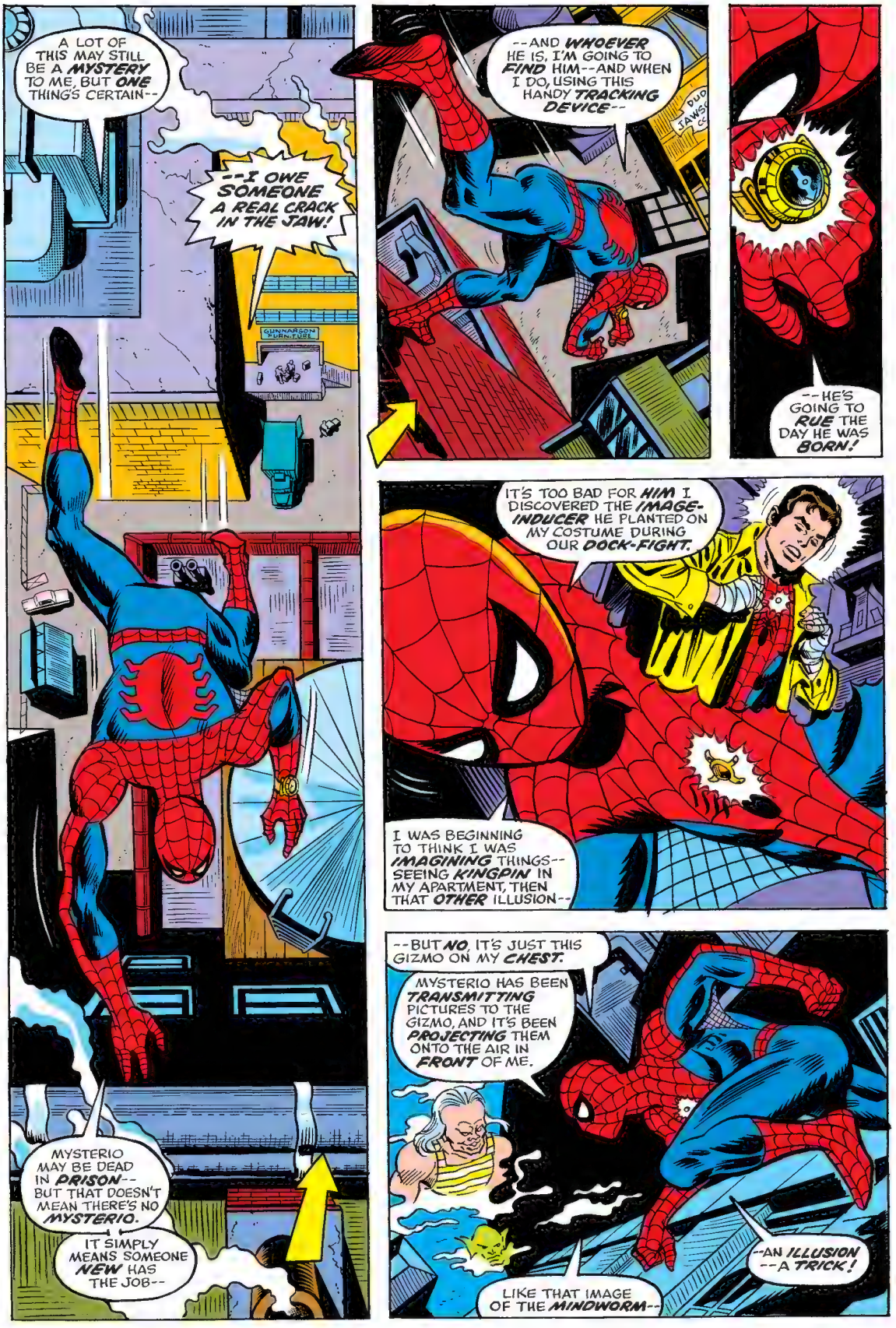
EARLIER THIS EVENING, PETE STARTED ACTING STRANGE--AND IT FRIGHTENED ME A LITTLE.
I FELT AS THOUGH SOMEONE I--OH, HI, NED.
'LO, MJ, BETTY TELL YOU THE NEWS?
"NEWS"--?

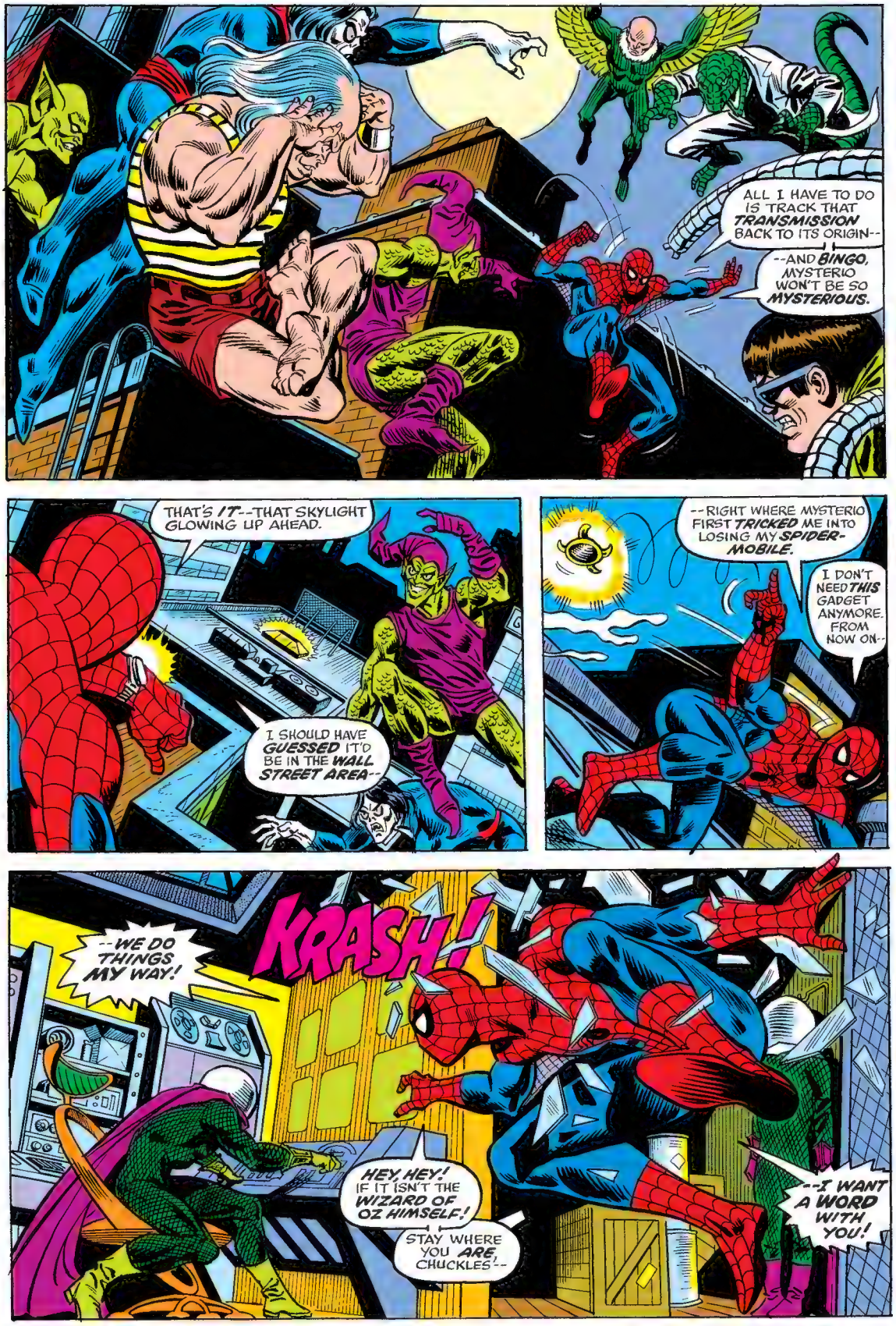
WELL--WE'VE BEEN KEEPING IT A SECRET, AND I DIDN'T WANT TO TELL YOU--WHILE WE WERE TALKING ABOUT YOU AND PETER...
BUT NED AND I--WE'VE FINALLY SET THE DATE.
YOU MEAN--TO GET MARRIED?

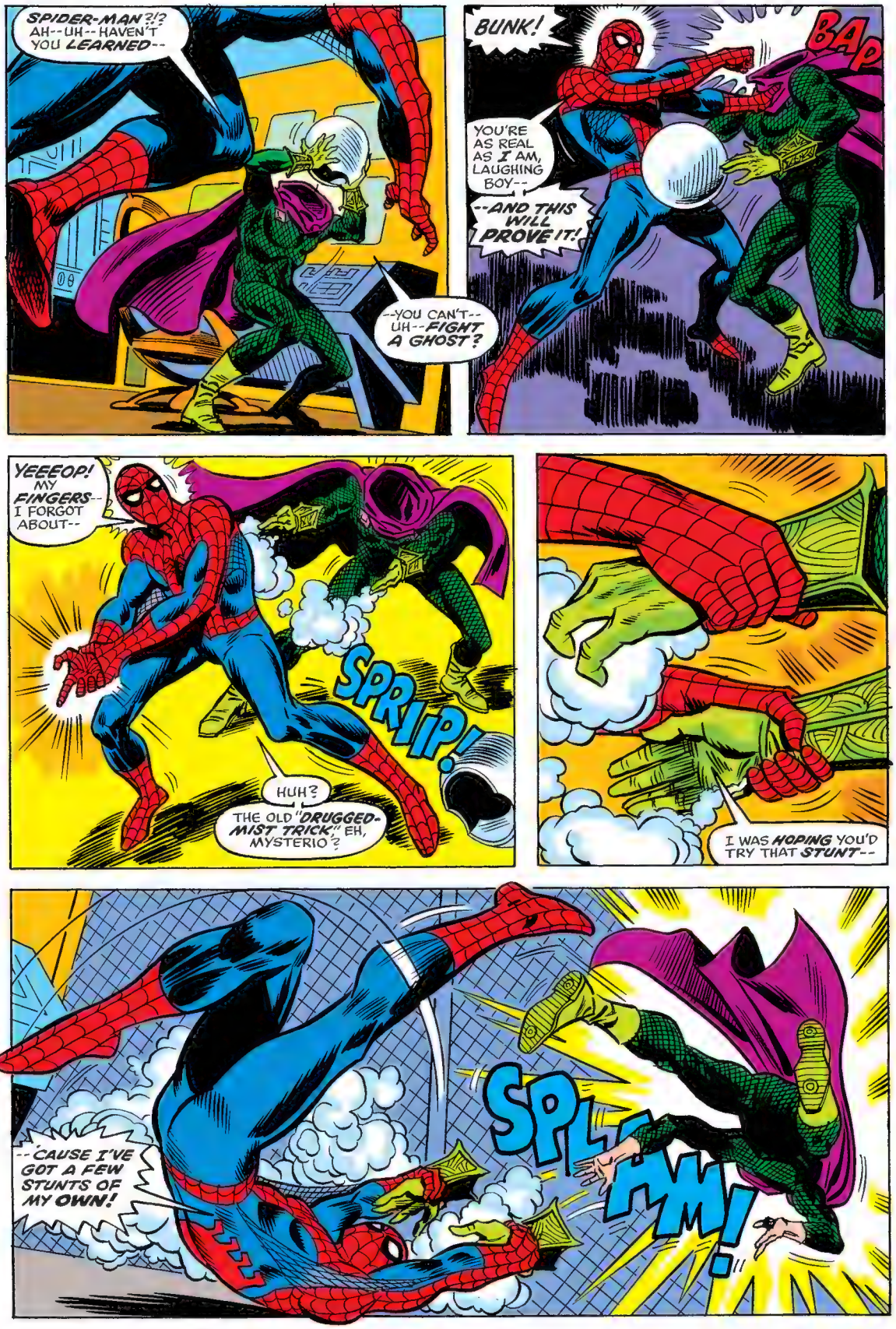
FAR OUT.
THAT'S SIMPLY THE MOST--
FAR OUT.
I CAN'T TELL YOU HOW--
WOW.

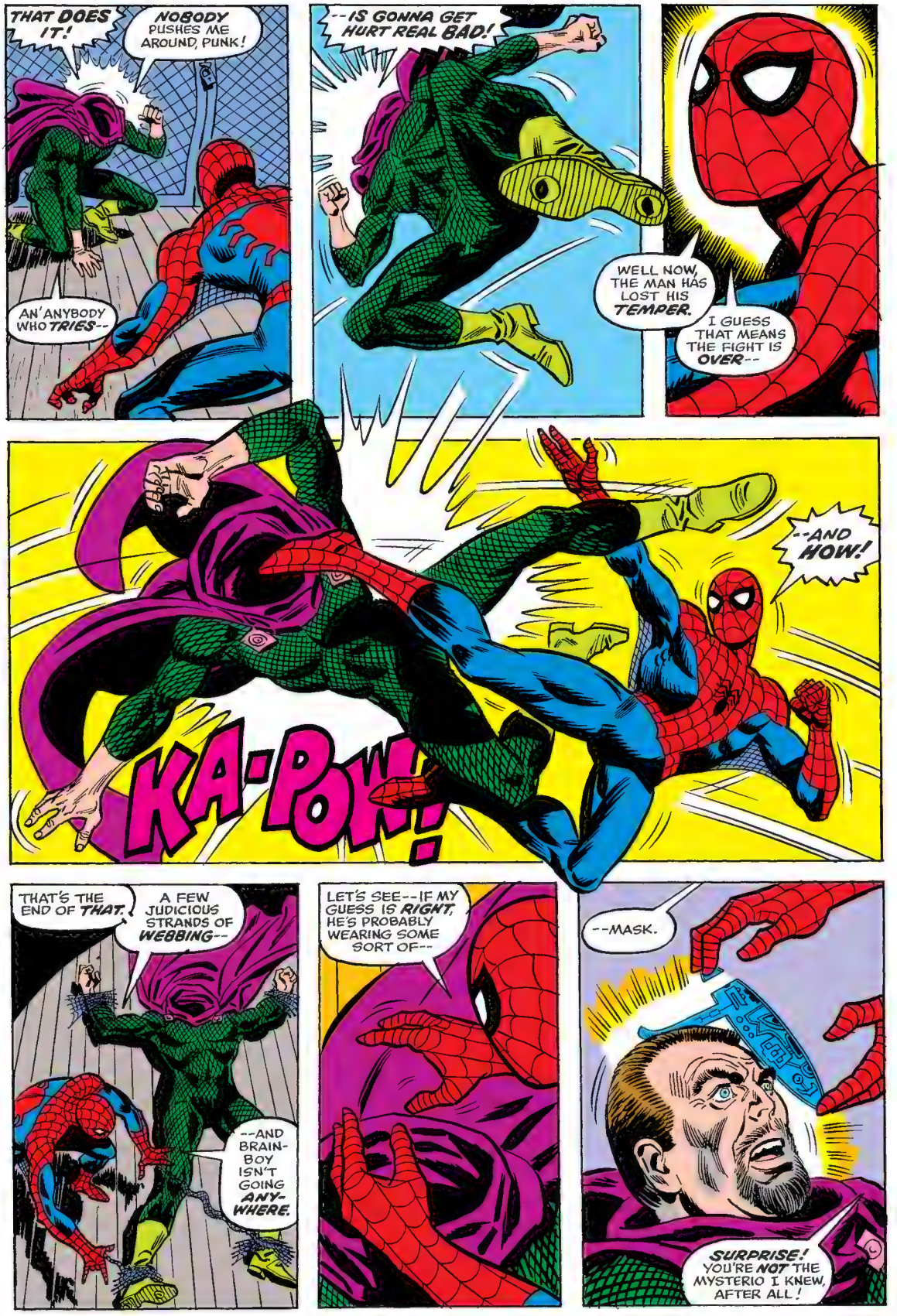
YOU'VE GOT TO TELL PETEY!
HEY, TIGER-- GUESS WHO'S GONNA BE A BLUSHIN' BRIDE?
STUMBLING EXPLANATIONS ARE MADE, AND WHEN THE EXPLAINING IS DONE...
I CAN'T WISH YOU ENOUGH HAPPINESS, BETTY.
ALL I CAN SAY, NED, IS--
--IT'S ABOUT TIME.
LATER...
FUNNY...
WHAT'S FUNNY, BLUE-EYES?
BETTY BRANT WAS THE FIRST GIRL I EVER FELL IN LOVE WITH.
THE FIRST, MJ.
THERE WAS A TIME WHEN I HATED NED LEEDS' GUTS.
NOW-- I LIKE HIM. TIMES CHANGE, LOVES CHANGE, YOU CAN NEVER--
OUTSIDE THE ELEVATOR-- WALKING THROUGH THE LOBBY--
IT'S HER!
MARY JANE WATSON OPENS HER MOUTH IN AMAZEMENT--
--BUT, BEFORE SHE CAN SPEAK--
--PETER IS OUTSIDE, STARING AT A WALKING DREAM--
--THAT IS ALSO PART PAINFUL NIGHTMARE.
IT'S A TRICK--
--ANOTHER OF MYSTERIO'S ILLUSIONS--!

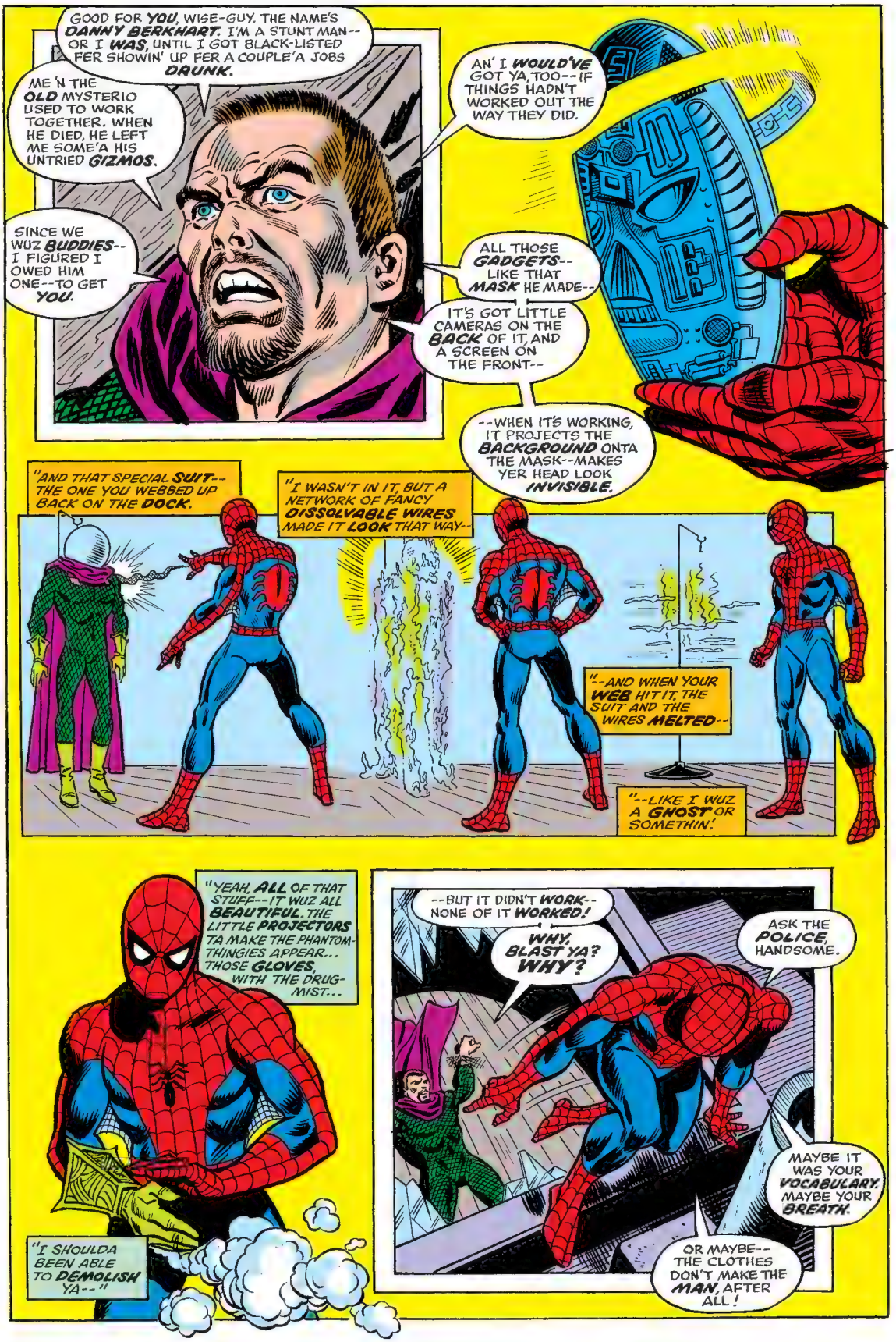

BUT--IT ISN'T FAIR!
NOT HER--! NOT--
PETEY!
--MARY JANE. DID YOU SEE-- WAS I--
NEVER MIND. I MUST'VE BEEN CRAZY.
LOOK, TIGER-- I'VE NEVER SEEN YOU THIS WAY BEFORE.
IT'S SCAREY.
YEAH, WELL--MAYBE I'D BETTER BE ALONE FOR A WHILE, MJ.
I'LL CALL YOU--LATER.
THE SUN IS A BLOODY GOLD COIN IN THE WESTERN SKY. WHEN WE NEXT PICK UP OUR HARRIED HERO.
AFTER THE EXPERIENCE PETER HAD OUTSIDE THE OFFICES OF THE DAILY BUGLE, QUITE A FEW OF US WOULD BE EMOTIONALLY PARALYZED--UNABLE TO THINK, UNABLE TO FUNCTION ON ANY LEVEL--
--LEAST OF ALL THE LOGICAL LEVEL.
BUT, LIKE SOME OF US, PETER PARKER HAS AN EXTRA RESERVE OF ENERGY--A STUBBORN QUALITY THAT WON'T ALLOW HIM TO GIVE UP--
--AND SO WE FIND HIM AS SPIDER-MAN--
--UNDEFEATED--
--AND ANGRY AS ALL GET-OUT!

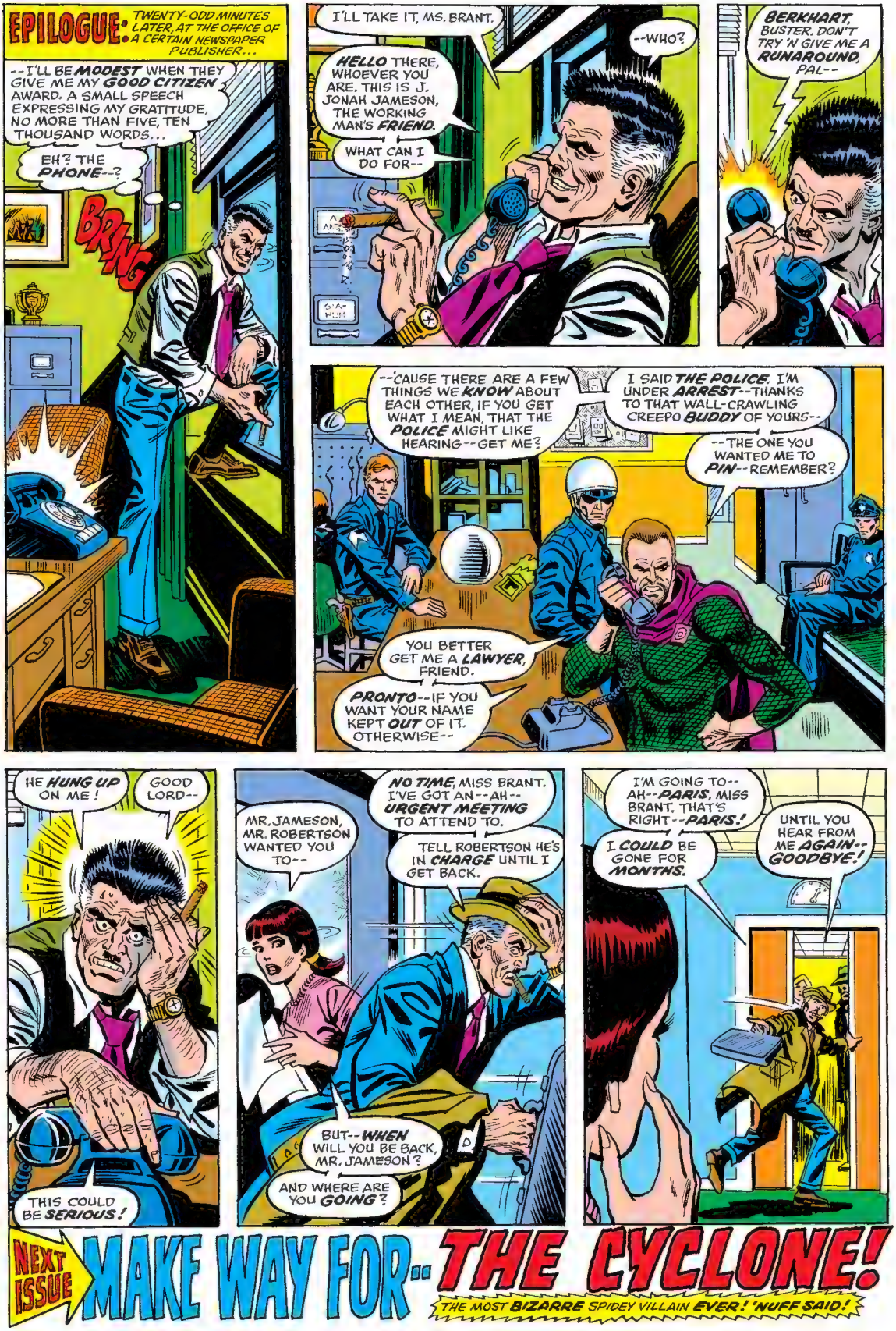

A LOT OF THIS MAY STILL BE A MYSTERY TO ME, BUT ONE THING'S CERTAIN--
--I OWE SOMEONE A REAL CRACK IN THE JAW!
GUNNARSON FURNITURE
MYSTERIO MAY BE DEAD IN PRISON-- BUT THAT DOESN'T MEAN THERE'S NO MYSTERIO.
IT SIMPLY MEANS SOMEONE NEW HAS THE JOB--
--AND WHOEVER HE IS, I'M GOING TO FIND HIM--AND WHEN I DO, USING THIS HANDY TRACKING DEVICE--
--HE'S GOING TO RUE THE DAY HE WAS BORN!
IT'S TOO BAD FOR HIM I DISCOVERED THE IMAGE-INDUCER HE PLANTED ON MY COSTUME DURING OUR DOCK-FIGHT.
I WAS BEGINNING TO THINK I WAS IMAGINING THINGS-- SEEING KINGPIN IN MY APARTMENT, THEN THAT OTHER ILLUSION--
--BUT NO, IT'S JUST THIS GIZMO ON MY CHEST.
MYSTERIO HAS BEEN TRANSMITTING PICTURES TO THE GIZMO, AND IT'S BEEN PROJECTING THEM ONTO THE AIR IN FRONT OF ME.
--AN ILLUSION --A TRICK!
LIKE THAT IMAGE OF THE MINDWORM--


ALL I HAVE TO DO IS TRACK THAT TRANSMISSION BACK TO ITS ORIGIN--
--AND BINGO, MYSTERIO WON'T BE SO MYSTERIOUS.
THAT'S IT--THAT SKYLIGHT GLOWING UP AHEAD.
I SHOULD HAVE GUESSED IT'D BE IN THE WALL STREET AREA--
--RIGHT WHERE MYSTERIO FIRST TRICKED ME INTO LOSING MY SPIDER-MOBILE.
I DON'T NEED THIS GADGET ANYMORE. FROM NOW ON--
KRASH!
--WE DO THINGS MY WAY!
HEY, HEY! IF IT ISN'T THE WIZARD OF OZ HIMSELF!
STAY WHERE YOU ARE, CHUCKLES--
--I WANT A WORD WITH YOU!

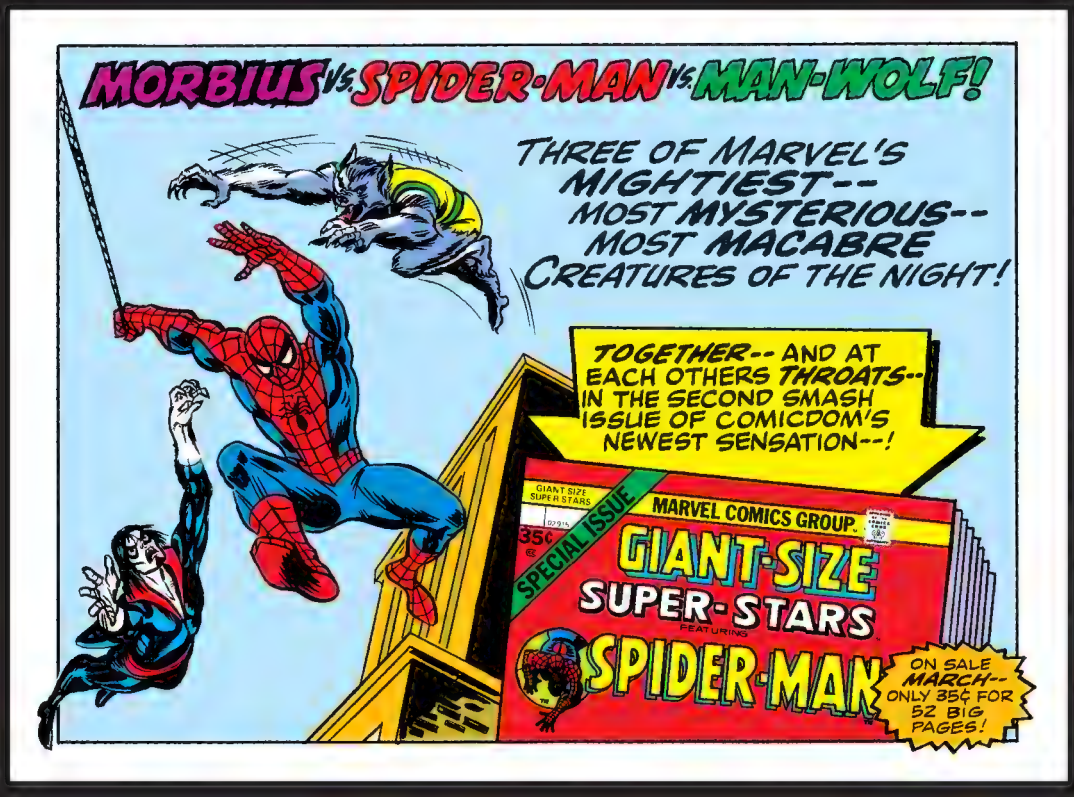

SPIDER-MAN?!? AH--UH--HAVEN'T YOU LEARNED--
--YOU CAN'T-- UH--FIGHT A GHOST?
BUNK!
BAP
YOU'RE AS REAL AS I AM, LAUGHING BOY--
--AND THIS WILL PROVE IT!
YEEEOP! MY FINGERS-- I FORGOT ABOUT--
SPRIP!
HUH? THE OLD "DRUGGED-MIST TRICK," EH, MYSTERIO?
I WAS HOPING YOU'D TRY THAT STUNT--
--'CAUSE I'VE GOT A FEW STUNTS OF MY OWN!
SPLAM!


THAT DOES IT!
NOBODY PUSHES ME AROUND, PUNK!
AN' ANYBODY WHO TRIES--
--IS GONNA GET HURT REAL BAD!
WELL NOW, THE MAN HAS LOST HIS TEMPER.
I GUESS THAT MEANS THE FIGHT IS OVER--
KA-POW!
--AND HOW!
THAT'S THE END OF THAT.
A FEW JUDICIOUS STRANDS OF WEBBING--
--AND BRAIN-BOY ISN'T GOING ANY-WHERE.
LET'S SEE--IF MY GUESS IS RIGHT, HE'S PROBABLY WEARING SOME SORT OF--
--MASK.
SURPRISE! YOU'RE NOT THE MYSTERIO I KNEW, AFTER ALL!

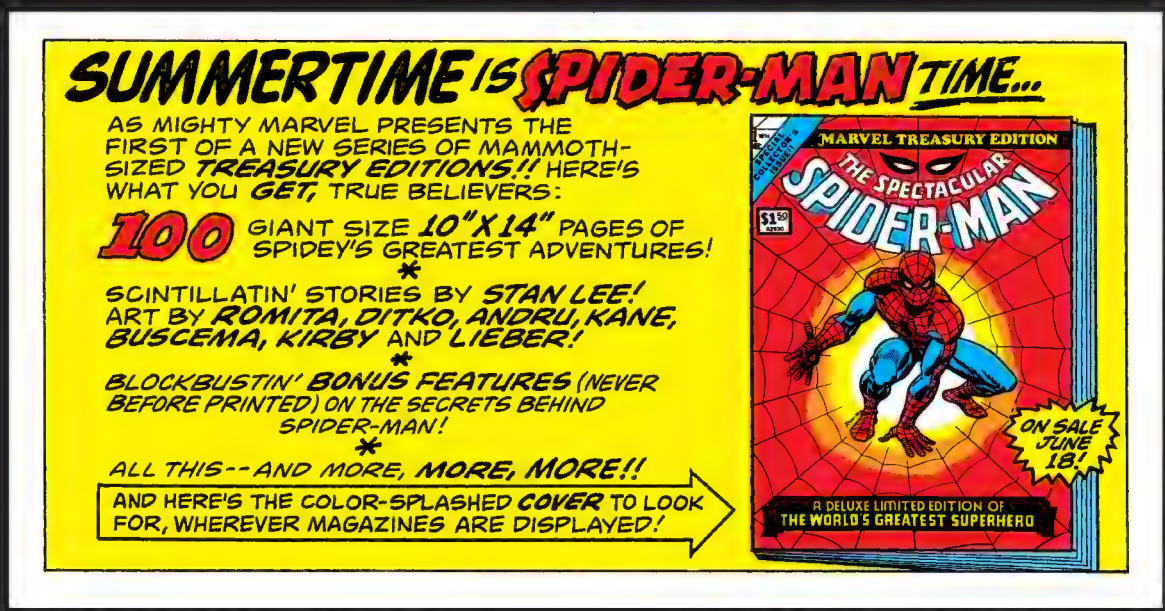

GOOD FOR YOU, WISE-GUY. THE NAME'S DANNY BERKHART. I'M A STUNT MAN--OR I WAS, UNTIL I GOT BLACK-LISTED FER SHOWIN' UP FER A COUPLE'A JOBS DRUNK.
ME 'N THE OLD MYSTERIO USED TO WORK TOGETHER. WHEN HE DIED, HE LEFT ME SOME'A HIS UNTRIED GIZMOS.
SINCE WE WUZ BUDDIES--I FIGURED I OWED HIM ONE--TO GET YOU.
AN' I WOULD'VE GOT YA, TOO--IF THINGS HADN'T WORKED OUT THE WAY THEY DID.
ALL THOSE GADGETS--LIKE THAT MASK HE MADE--
IT'S GOT LITTLE CAMERAS ON THE BACK OF IT, AND A SCREEN ON THE FRONT--
--WHEN IT'S WORKING, IT PROJECTS THE BACKGROUND ONTA THE MASK--MAKES YER HEAD LOOK INVISIBLE.
"AND THAT SPECIAL SUIT--THE ONE YOU WEBBED UP BACK ON THE DOCK.
"I WASN'T IN IT, BUT A NETWORK OF FANCY DISSOLVABLE WIRES MADE IT LOOK THAT WAY--
"--AND WHEN YOUR WEB HIT IT, THE SUIT AND THE WIRES MELTED--
"--LIKE I WUZ A GHOST OR SOMETHIN!
"YEAH, ALL OF THAT STUFF--IT WUZ ALL BEAUTIFUL. THE LITTLE PROJECTORS TA MAKE THE PHANTOM-THINGIES APPEAR... THOSE GLOVES, WITH THE DRUG-MIST...
"I SHOULDA BEEN ABLE TO DEMOLISH YA--"
--BUT IT DIDN'T WORK--NONE OF IT WORKED!
WHY, BLAST YA? WHY?
ASK THE POLICE, HANDSOME.
MAYBE IT WAS YOUR VOCABULARY. MAYBE YOUR BREATH.
OR MAYBE--THE CLOTHES DON'T MAKE THE MAN, AFTER ALL!


EPILOGUE: TWENTY-ODD MINUTES LATER, AT THE OFFICE OF A CERTAIN NEWSPAPER PUBLISHER...
--I'LL BE MODEST WHEN THEY GIVE ME MY GOOD CITIZEN AWARD. A SMALL SPEECH EXPRESSING MY GRATITUDE, NO MORE THAN FIVE, TEN THOUSAND WORDS...
EH? THE PHONE--?
BRRNG
I'LL TAKE IT, MS. BRANT.
--WHO?
HELLO THERE, WHOEVER YOU ARE. THIS IS J. JONAH JAMESON, THE WORKING MAN'S FRIEND.
WHAT CAN I DO FOR--
BERKHART, BUSTER, DON'T TRY 'N GIVE ME A RUNAROUND, PAL--
--'CAUSE THERE ARE A FEW THINGS WE KNOW ABOUT EACH OTHER, IF YOU GET WHAT I MEAN, THAT THE POLICE MIGHT LIKE HEARING--GET ME?
I SAID THE POLICE. I'M UNDER ARREST--THANKS TO THAT WALL-CRAWLING CREEPO BUDDY OF YOURS--
--THE ONE YOU WANTED ME TO PIN--REMEMBER?
YOU BETTER GET ME A LAWYER, FRIEND.
PRONTO--IF YOU WANT YOUR NAME KEPT OUT OF IT, OTHERWISE--
HE HUNG UP ON ME!
GOOD LORD--
THIS COULD BE SERIOUS!
MR. JAMESON, MR. ROBERTSON WANTED YOU TO--
NO TIME, MISS BRANT. I'VE GOT AN--AH--URGENT MEETING TO ATTEND TO.
TELL ROBERTSON HE'S IN CHARGE UNTIL I GET BACK.
BUT--WHEN WILL YOU BE BACK, MR. JAMESON?
AND WHERE ARE YOU GOING?
I'M GOING TO--AH--PARIS, MISS BRANT. THAT'S RIGHT--PARIS!
I COULD BE GONE FOR MONTHS.
UNTIL YOU HEAR FROM ME AGAIN--GOODBYE!
NEXT ISSUE
MAKE WAY FOR--THE CYCLONE!
THE MOST BIZARRE SPIDEY VILLAIN EVER! 'NUFF SAID!

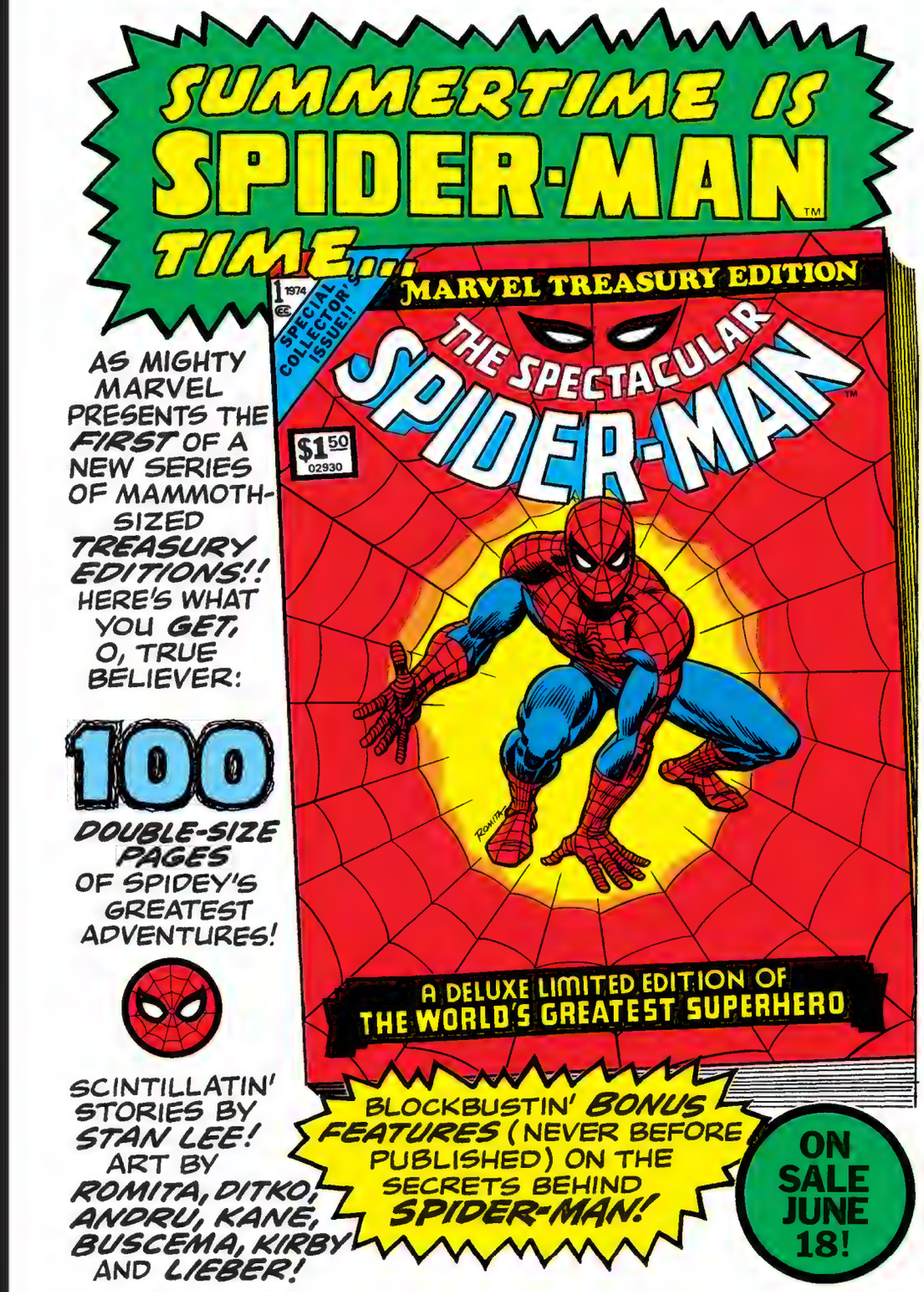
Giant-Size Super-Heroes #1 house ad from *Giant-Size Super-Stars* #1 (May 1974). Note that the ad reflects the original *Giant-Size Super-Stars* concept where the book would rotate between Fantastic Four, Spider-Man and Conan once every three issues.


MORBIUS vs. SPIDER-MAN vs. MAN-WOLF!
THREE OF MARVEL'S MIGHTIEST-- MOST MYSTERIOUS-- MOST MACABRE CREATURES OF THE NIGHT!
TOGETHER-- AND AT EACH OTHERS THROATS-- IN THE SECOND SMASH ISSUE OF COMICDOM'S NEWEST SENSATION--!
GIANT SIZE SUPER STARS
SPECIAL ISSUE
MARVEL COMICS GROUP
35¢
GIANT-SIZE SUPER-STARS
FEATURING
SPIDER-MAN
ON SALE MARCH-- ONLY 35¢ FOR 52 BIG PAGES!

Marvel Treasury Edition #1 house ad
(from September 1974 titles)


SUMMERTIME IS SPIDER-MAN TIME...
AS MIGHTY MARVEL PRESENTS THE FIRST OF A NEW SERIES OF MAMMOTH-SIZED TREASURY EDITIONS!! HERE'S WHAT YOU GET, TRUE BELIEVERS:
100 GIANT SIZE 10"X14" PAGES OF SPIDEY'S GREATEST ADVENTURES!
*
SCINTILLATIN' STORIES BY STAN LEE! ART BY ROMITA, DITKO, ANDRU, KANE, BUSCEMA, KIRBY AND LIEBER!
*
BLOCKBUSTIN' BONUS FEATURES (NEVER BEFORE PRINTED) ON THE SECRETS BEHIND SPIDER-MAN!
*
ALL THIS--AND MORE, MORE, MORE!!
AND HERE'S THE COLOR-SPLASHED COVER TO LOOK FOR, WHEREVER MAGAZINES ARE DISPLAYED!
MARVEL TREASURY EDITION
THE SPECTACULAR SPIDER-MAN
$1.50
ON SALE JUNE 18!
A DELUXE LIMITED EDITION OF THE WORLD'S GREATEST SUPERHERO

Marvel Treasury Edition #1 house ad
(from September 1974 titles)


SUMMERTIME IS SPIDER-MAN TIME...
AS MIGHTY MARVEL PRESENTS THE FIRST OF A NEW SERIES OF MAMMOTH-SIZED TREASURY EDITIONS!! HERE'S WHAT YOU GET, O, TRUE BELIEVER:
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The Amazing Spider-Man #135 cover underlay original art
by John Romita

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The Amazing Spider-Man #136 cover original art
by John Romita

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BIOGRAPHIES

GERRY CONWAY

In 1969, sixteen-year-old Gerry Conway was peddling short stories to DC and Marvel for their horror anthology books, and by 1976, Conway had worked his way up to the position of Marvel's Editor-in-Chief. In between, he logged a mindbogglingly prolific schedule as writer for both companies; for purposes of brevity, it might be easier to list the titles he did not write!

After establishing a pedigree with those *House of Secrets* and *Tower of Shadows* short stories, Gerry quickly latched on to a regular gig as writer of *Daredevil, Sub-Mariner, Iron Man,* and both entries in the *Amazing Adventures* anthology (Black Widow and the Inhumans.) He also began long associations with *Amazing Spider-Man* and *Thor,* picking up with the flagship Spider-Man title after Roy Thomas had left to begin his own stint as Marvel EIC, and taking the baton on *Thor* from none other than Stan Lee. He scripted both books for nearly fifty issues each, and in the process wrote some memorable tales, including one of the all-time classic Spider-Man stories, "The Death of Gwen Stacy." Cueing off his early interest in horror stories, Gerry took advantage of Marvel's burgeoning line of horror comics, co-creating *Werewolf By Night* and *Man-Thing,* as well as writing the first issue of the long-running *Tomb of Dracula.*

In 1976, he was handed the top job at Marvel, which he held for much of the year before transitioning to DC Comics. One of his first big assignments was writing the script for one of the first inter-company crossovers, *Superman vs. the Amazing Spider-Man.* Shortly thereafter, he began a long tenure on prime DC titles like *Superboy and the Legion of Super-Heroes, World's Finest* and *Wonder Woman*. He also co-created Firestorm with Al Milgrom in 1978, scribing all five issues of the short-lived '70s incarnation.

As the '80s dawned, he started a long run writing both key Batman titles, *Detective Comics* and *Batman,* and continued his long-term run on *Justice League of America,* a stint that began in earnest in 1978 and would end with the dismantling of the fabled JLA Detroit in 1986. During this era, he also revived Firestorm with artist Pat Broderick; this time the title found traction and Conway wrote the first 53 issues consecutively. A return to Marvel in the late '80s saw Conway tackling two of the three extant Spider-Man titles: *Spectacular Spider-Man* and *Web of Spider-Man.*

During this period, Conway was slowly asserting himself as a writer in film and television. His early '80s screenplay collaborations with Roy Thomas resulted in the animated film *Fire and Ice* and barbarian sequel *Conan the Destroyer*. By the late '80s, his opportunities in television writing had exploded, and he left comics to pursue his new vocation, writing for shows like *Matlock, Father Dowling Mysteries, Diagnosis: Murder* and *Law & Order*. His last work in comics was in 1993, writing the Topps Kirbyverse one-shot *Night Glider*.

Currently, Conway is still active in writing and producing for television, and resides in California with his wife and their child.

ROSS ANDRU

An everyman and entrepreneur throughout his long career in comics, Ross Andru became a stalwart penciler on Marvel's *Amazing Spider-Man* during the '70s, gaining a renown as one of the great Spidey pencilers that has grown steadily over the years. With a smooth, compact style that eschewed extraneous detail, Ross Andru's artistic visions were grounded in a reality that engaged the maturing medium's readers.

His career in comics began in 1951. With an education at the Cartoonists and Illustrators School and a gig drawing Burne Hogarth's weekly *Tarzan* strips behind him, the Cleveland native teamed with inker Mike Esposito to form not only a decades-enduring artistic partnership but their own company, MR Publications.

Their next company, Mikeross Publications, turned out such fare as *Get Lost* and the romance title *Heart and Soul*. The success of these initiatives fleeting in the face of an industry-wide downturn, Andru would often find himself bouncing between Marvel and DC, always with Esposito at his side. At Marvel, he handled mainly Western comics like *Annie Oakley*, while at DC, he toiled on Robert Kanigher's war comics like *Star-Spangled War Stories* and *Our Army At War*, wherein he drew the very first appearance of the fabled war hero Sgt. Rock of Easy Company in 1959.

His impressive performance with Esposito garnered him a chance to take over another of Kanigher's titles, *Wonder Woman*, starting a nine-year-long run that would stretch through 1967 and find him telling charming stories of a mythological bent featuring Diana Prince's teenage years on Paradise Island. Another notable title that Andru would work on in the '60s was *Metal Men*. Leaping from *Showcase* to its own bi-monthly title, Andru and Esposito co-created the sweet-natured heroic fantasy that featured artificially intelligent robots that reflected particular precious metals.

A move to Marvel in the early '70s resulted in key work on *Marvel Feature,* where he drew the first adventures of The Defenders, and *Marvel Team-Up*, his first regular foray into Spider-Man.

Over the next five years, Andru would team with writer Gerry Conway and produce milestones as the first appearance of the Punisher, Harry Osborn donning the guise of the Green Goblin and the infamous Spider-Mobile. Completely at home in the cityscapes that Spider-Man called home, Andru's approach kept Spider-Man at the top of the sales charts through the decade. He also drew the first Marvel/DC super-hero crossover with *Superman vs. The Amazing Spider-Man.*

As the '80s dawned, Andru returned to DC in an editorial capacity, with his art focused mainly on covers. But as the decade carried on, his pencils would grace the interiors of books like *Atari Force, Jonah Hex, Vigilante*, and *Blue Beetle*.

Andru passed away in 1993.

JOHN ROMITA

Without question one of the most loved and influential artists to grace the pages of Marvel Comics, John Romita was born in 1930 and, fresh out of a fine arts high school, quickly joined the ranks of comic book artists. As was typical of many of his peers, John drew for Atlas, the 1950s incarnation of Marvel Comics, across the many war, Western, horror, and jungle-girl genres published by Martin Goodman. Of special note during this time was John's work on the 1953-54 Commie-smashing revival of Captain America.

As the 1960s dawned, John was for the first time drawing comics for an employer other than Marvel. At DC, he was working exclusively behind the boards of their many romance comics, like *Secret Hearts, Girls' Love Stories,* and *Young Love.* It wasn't until 1966 that he returned to Marvel comics and the super-hero genre in the pages of *Daredevil* #12-19, but that run's main legacy in John's career wasn't drawing Daredevil. Indeed, it was a guest appearance by a certain friendly neighborhood wall-crawler that would be pivotal for both John and comic-book readers worldwide.

After doing such a confident rendering of Spider-Man in the pages of *Daredevil,* it was an easy choice to tap John Romita as the new artist on what was fast becoming Marvel's most important title—*The Amazing Spider-Man.* After a few issues struggling in the mold of Spidey co-creator Steve Ditko, John came into his own—and how! With a bold style regarded as one of the most iconic in comic-book art, John developed a look for Peter Parker and his world that would define the character for years to come. His more muscular and firm figure drawings added a bolder flair to the tone of the book, and his years of drawing beautiful women in DC's romance books paid off big-time with definitive renderings of Gwen Stacy and the introduction of Mary Jane Watson.

For the better part of the next seven years, John drew *The Amazing Spider-Man* (spelled at times by Gil Kane), but that's not the only character he drew for Marvel! He did a brief run on *Fantastic Four,* being the first to draw the book after Jack Kirby's 103-issue tenure, and also drew an acclaimed run on *Captain America* #138-145.

It was about this time when John was anointed art director for Marvel. Once Stan Lee was elevated to publisher, he knew there was only one artist who could help streamline the look and feel of the new age of Marvel Comics in the 1970s, and that was Jazzy John! Though his responsibilities kept him from drawing a monthly series, John still drew countless covers, crafted the look of characters from the Punisher to Wolverine, designed the Spider-Man balloon for the Macy's Thanksgiving Day Parade, and took to training the next generation of comic-book artists in Marvel's Art Department, known as Romita's Raiders.

To this day, though semi-retired, John steps up to the drawing board to lend his mastery of the medium to the occasional cover or story. Beyond that, though, the Romita legacy is in safekeeping with John Romita, Jr., who is now—much like his father was at the height of his career—setting the tempo for the visual look of Marvel Comics.

GIL KANE

A gentleman and true master of the medium, Gil Kane gained elite status as a comic artist through the course of a storied career. The signature smooth and sinuous anatomy of his characters, vertiginous camera angles, and dynamic action present in every page gave Kane's work a language all its own. A language that reflected what to him were twin components of any drawing: grace and power, both irreducible elements of his style.

Gil Kane was born to parents who were Jewish émigrés, in this case from Latvia. Born in 1926 as Eli Katz, his family moved to Brooklyn, NY, three years later. He studied art in high school but left school when he sensed an opportunity was in the offing with MLJ Comics (later Archie Comics), the publisher of *The Shield.* He would also do spot work for the other studios, but with WWII roaring, the young man enlisted in the Army and served in the Pacific theater.

Upon his return, he permanently adopted the pseudonym Gil Kane, and got back to the business of creating comics. By the late '50s, when the Silver Age super-hero revival was slowly inching out of quiescence, Kane truly began to make his mark, and in so doing, created what many feel to be the definitive take on the Green Lantern in the pages of *Showcase*. To fill in time in his work schedule, he made a pitch to DC Comics to revive the Golden Age character Doll Man, this time updated with the name The Atom, and here, too, he struck gold.

But it wasn't only DC he worked for, as he would also be turning in pages for Marvel Comics, becoming the first artist to have work bearing his name published simultaneously by both companies. His first work for Marvel included Hulk and Captain America stories, as well as a stint on *Captain Marvel*, which to Gil represented some of his finest work to date.

He would make waves as he settled into his run as penciler of *Amazing Spider-Man* with the notorious "drug issues" from #96-98, which were the first comics of the day to eschew the Comics Code in order to tell a hard-hitting story highlighting the negative effects of drug use. A few years later, Gil Kane was also behind the drawing board for the pivotal "Death of Gwen Stacy" issues of *Amazing Spider-Man*.

The '70s were a particularly fertile period for Kane, as he became Marvel's top cover artist, delivering countless iconic cover images. Teaming once again with his *Captain Marvel* collaborator, Roy Thomas, Gil gave life to their newly interpreted version of Adam Warlock, and co-created comics' first kung-fu action hero, Iron Fist.

Always searching to expand the audience, format and sophistication of comic art, Kane conceived and illustrated the independent graphic novel, *Blackmark* in 1971, considered by many to be the first American graphic novel. He also created the award-winning daily newspaper strip *Star Hawks* with writer Ron Goulart.

Much to the pleasure of comic-book readers, Gil's work appeared regularly up to the year 2000 with brief stops in the '70s and '80s, as he dabbled in TV animation. He was ushered into the Eisner Hall of Fame in 1997, and died three years later at the age of 74, leaving behind a legacy that has inspired generations of fans and artists.

Biographical material researched and written by John Rhett Thomas

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THE MARVEL AGE

It was August 1961 and change was hitting the newsstands. *Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. These were real characters placed in extraordinary circumstances. They lived together, they fought among themselves—and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different—the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

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THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over the heads of all Americans, a new entertaining escape from the newspapers' horrifying realities was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States.

At the forefront of this new medium was Timely Comics, a young company staffed by such legendary talents as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee. These skilled writers and artists created a vast array of characters that would give rise to the Marvel Universe!

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THE ATLAS ERA

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures and unimaginable monsters; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the '40s retooled to take on the threat of Communism. From Western gunfighters to crime to horror, Atlas had it all!

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